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SAN FRANCISCO PORT COMMISSION

Kimberly Brandon, President
Ann Lazarus, Vice President
Francis X. Crowley, Commissioner
Doreen Woo Ho, Commissioner
Leslie Katz, Commissioner

01-13-12P03:18 RCVD

Monique Moyer, Executive Director
Phone: 415-274-0400; Fax 415-274-0412

Amy Quesada, Commission Secretary
Phone: 415-274-0406; Fax 415-274-0412

AGENDA
SPECIAL MEETING

GOVERNMENT
DOCUMENTS DEPT

JAN 13 2012

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PUBLIC LIBRARY

FRIDAY, JANUARY 20, 2012
9:00 A.M. CLOSED SESSION
10:15 A.M. OPEN SESSION

PORT COMMISSION HEARING ROOM, SECOND FLOOR
FERRY BUILDING, SAN FRANCISCO CA 94111

PLEASE NOTE THE DATE & TIME OF THE MEETING

The Port Commission Agenda as well as Staff Reports/Explanatory Documents available to the public and provided to the Port Commission are posted on the Port's Website at www.sfport.com. The agenda packet is also available at the Pier 1 Reception Desk. If any materials related to an item on this agenda have been distributed to the Port Commission after distribution of the agenda packet, those materials are available for public inspection at the Port Commission Secretary's Office located at Pier 1 during normal office hours.

1. **CALL TO ORDER / ROLL CALL**

2. **APPROVAL OF MINUTES** – December 16, 2011

3. **PUBLIC COMMENT ON EXECUTIVE SESSION**

4. **EXECUTIVE SESSION**

   A. Vote on whether to hold closed session.

   An Executive Session has been calendared to discuss the following matters:

   (1) CONFERENCE WITH LEGAL COUNSEL AND REAL PROPERTY NEGOTIATOR – This is specifically authorized under California

Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.***

a. Property: Seawall Lot 351
Person Negotiating: Port: Jonathan Stern, Assistant Deputy Director, Planning and Development
*Negotiating Party: San Francisco Waterfront Partners II, LLC: Simon Snellgrove

Under Negotiations: ____ Price ___ Terms of Payment X Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Seawall Lot 351.

5. RECONVENE IN OPEN SESSION

A. Possible report on actions taken in closed session pursuant to Government Code Section 54957.1 and San Francisco Administrative Code Section 67-12.

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code Section 54957.1 and San Francisco Administrative Code Section 67.12.

6. ANNOUNCEMENTS

A. Announcement of Prohibition of Sound Producing Electronic Devices during the Meeting

Please be advised that the ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing of or use of a cell phone, pager, or other similar sound-producing electronic device.

B. Announcement of Time Allotment for Public Comments

Please be advised a member of the public has up to three minutes to make pertinent public comments on each agenda item unless the Port Commission adopts a shorter period on any item.

7. EXECUTIVE

A. Executive Director's Report
- Bayfront Park Shoreline Improvements

B. Election of Port Commission Officers

8. CONSENT

A. Request authorization to accept and expend $1,121,795 in 2009 Infrastructure Protection Program Port Security Grant Program funds from the Department of Homeland Security for security improvements at the Port of San Francisco. (Resolution No. 12-01)

B. Request authorization to award Construction Contract No. 2755, Port Security Fences Phase III, to Crusader Fence Co., Inc., in the amount of $1,311,011, and authorization for a contract contingency fund of 10% of the contract amount (or $131,101) for unanticipated contingencies for a total authorization of $1,442,112. (Resolution No. 12-02)

C. Request authorization to advertise for competitive bids for Construction Contract No. 2743, Pier 33.5 Improvement Project. (Resolution No. 12-03)

9. PLANNING & DEVELOPMENT

A. Informational presentation on San Francisco Municipal Transportation Agency (SFMTA) and Port of San Francisco (Port) Mission Bay on Street Parking Strategy and proposed amendments to Port Harbor Traffic Code allowing certain parking restrictions and installation of parking meters on improved Port streets east of Third Street between Mission and Islais Creeks.

B. Informational presentation on responses to the request for proposals for the lease, rehabilitation, and development of the 20th Street Historic Buildings within the 69-acre Pier 70 site, located near the intersection of 20th Street and Illinois Street.

10. ENGINEERING

A. Informational Update on Engineering Investigation to Bring Pier 38 into Code Compliance.

B. Request authorization to execute an amendment to the contract with Winzler & Kelly and Structus Inc., Joint Venture, for design and engineering of the Brannan Street Wharf to add Phase 3 bidding and construction support services for a not to exceed amount of $215,444 (of which $106,292, is subject to additional Civil Service Commission approval) raising the total contract amount to $1,906,292. (Resolution No. 12-04)

11. FINANCE & ADMINISTRATION

A. Request approval of Port projects funded in the amount of $10,394,975 in the third sale of 2008 Clean and Safe Neighborhood Parks General Obligation Bond. (Resolution No. 12-05)

12. NEW BUSINESS

13. PUBLIC COMMENT

Public comment is permitted on any matter within Port jurisdiction and is not limited to agenda items. Public comment on non-agenda items may be raised during New Business/Public Comment. A member of the public has up to three minutes to make pertinent public comments before action is taken on any agenda item and during the new business/public comment period. It is strongly recommended that public comments be submitted in writing so they can be distributed to the Commissioners for their review. Please fill out a speaker card and hand it to the Commission Secretary. If you have any question regarding the agenda, please contact the Commission Secretary at 274-0406.

14. ADJOURNMENT

Adjourn the meeting in honor of San Francisco Investment Banker and Philanthropist Warren Hellman and Fine Arts Museums of San Francisco Director John Edward Buchanan, Jr.

FORWARD CALENDAR (Targeted Commission Meeting, Subject to Change)

- Informational presentation on the findings and recommendations of the Feasibility Study and Remedial Action Plan to address contaminated soil at Pier 70 (February 14, 2012)
- Informational presentation on the Port's Biennial Operating Budget for Fiscal Years 2012-13 and 2013-14 (February 14, 2012)
- Informational presentation on the Port's Proposed Biennial Capital Budget Funding for Fiscal Years 2012-13 and 2013-14 (February 14, 2012)
- Request authorization to award Construction Contract No. 2754, Pier 50 Substructure Repair (February 14, 2012)
- Request authorization to award Construction Contract No. 2726, Brannan Street Wharf Project (February 14, 2012)
- Request authorization to award four (4) contracts for As-Needed Real Estate Economics and Related Services (February 14, 2012)
- Request approval of proposed Policy for Zero Waste Events and Activities restricting the sale, use, and distribution of certain plastic bags, plastic bottles, plastic food ware and the release of balloons (February 14, 2012)
- Request adoption of California Environmental Quality Act Findings and the Mitigation Monitoring and Reporting Program in connection with the development of Seawall Lot ("SWL") 351 by San Francisco Waterfront Partners II, LLC, a Delaware limited liability company (located on the Embarcadero at Washington Street) (February 14, 2012)
- Request approval of the (1) Disposition and Development Agreement, (2) Lease for a term of 66 years, (3) Purchase and Sale Agreement, (4) Trust Exchange Agreement, (5) Amended Exclusive Negotiation Agreement, (6) Maintenance Agreement, all with San Francisco Waterfront Partners II, LLC, a Delaware limited liability company, and (7) Schematic Drawings; all in connection with the development of SWL 351 (located on the Embarcadero at Washington Street) (February 14, 2012)
- Request approval to forward to the Board of Supervisors a supplemental appropriation supporting Phase 1 of the Cruise Terminal Project (February 14, 2012)
- Request approval of the Port's Biennial Operating Budget for Fiscal Years 2012-13 and 2013-14 (February 28, 2012)
- Request approval of the Port's Proposed Biennial Capital Budget Funding for Fiscal Years 2012-13 and 2013-14 (February 28, 2012)
- Request approval of proposed amendments to the Port Harbor Traffic Code allowing certain parking restrictions and installation of parking meters on improved Port streets east of Third Street between Mission and Islais Creek (February 28, 2012)
- Request approval to award Pier 70 20th Street Historic Buildings development opportunity (February 28, 2012)
- Request authorization to advertise a Request for Qualifications (RFQ) soliciting As-Needed Engineering and Related Professional Services for three contracts, at $1.5 million each, totaling $4.5 million (February 28, 2012)
- Request authorization to award Construction Contract No. 2743, Pier 33 Bulkhead Building Improvements (March 13, 2012)
- Request authorization to award Construction Contract No. 2723, Pier 70 Building 113 Stabilization (March 13, 2012)

- Informational presentation on SWL 337 Associates, LLC's submittal of the Revised Proposal for the development of SWL 337 and Pier 48 pursuant to the Exclusive Negotiation Agreement and consistent with the Request for Proposals and the Financial and Negotiating Principles previously identified (Date to be determined)
- Informational presentation on the status of yellow tagged Port facilities (Date to be determined)
- Request approval of Lease No. L-14957 with Paul's Stores, Inc. DBA Cost/Less Inventory Services, a California Corporation for a term of twenty-four months for premises located at Pier 70, Building 2, and containing approximately 69,358 square feet (Date to be determined)
- Request approval to enter into an agreement with the Bay Area Air Quality Management District to lease locations to operate bike share stations as part of the Bay Area Regional Bike Share Pilot Program (Date to be determined)
- Request approval of renewal of lease with Aadvark Storage Unlimited, Inc., dba American Storage Unlimited, Inc. for a term of five years with one five-year option for a 6.29 acre parcel on a portion of Seawall Lot 344, subject to Board of Supervisors' approval (Date to be determined)
- Request approval to enter into an Exclusive Right to Negotiate Agreement (ENA) with Kinder Morgan Operating LP, owned by Kinder Morgan Energy Partners LP, to negotiate terms for entering into a lease of Port property to design, finance, build and operate a bulk cargo marine terminal at Pier 96 (Date to be determined)

COMMUNICATIONS TO THE PORT COMMISSION
FROM DECEMBER 12, 2011 TO JANUARY 12, 2012

- From Port staff, regarding Cruise Ship Discharge Report (CSDR) Program
- From Joshua Arce, Executive Director of Brightline Defense Project, regarding America's Cup Workforce Development Plan
- From Robert S. MacIntosh, Pier 39 President and Chief Executive Officer, regarding 34th America's Cup
- From Anthony Poplawski, Marine Firemen's Union President/Secretary-Treasurer, regarding Pier 27 Cruise Terminal and AC34 Final EIR
- From Gunnar Lundeberg, Sailors' Union of the Pacific President/Secretary-Treasurer, regarding Pier 27 Cruise Terminal and AC34 Final EIR
- From Marina Secchitano, Inland Boatmen Union, regarding Pier 27 Cruise Terminla and AC34 Final EIR
- From John H. Super, regarding America's Cup
- From Steve Falk, President of San Francisco Chamber of Commerce, regarding America's Cup/Cruise Terminal Final EIR
- From Kevin Carroll & Anna Marie Presutti, Hotel Council, regarding America's Cup/Cruise Terminal Final EIR
- From James A. Reuben, Reuben & Junius, regarding Draft Relocation Plan for the 34th America's Cup, James R. Herman Cruise Terminal and Northeast Wharf Plaza
- From various environmental organizations, copy of a letter to the City Planning Commission, regarding the Certification of Final Environmental Impact Report, the 34th America's Cup & James R. Herman Cruise Terminal and Northeast Wharf Plaza
- From Shannon Hunter, regarding protecting SF Bay during America's Cup
- From Matt Zola, regarding protecting SF Bay during America's Cup
- From John Harris , regarding protecting SF Bay during America's Cup
- From Lara Martin, regarding protecting SF Bay during America's Cup
- From Stephen Lysaght, regarding protecting SF Bay during America's Cup
- From Christopher Aycock, regarding protecting SF Bay during America's Cup
- From Tara Mueller, regarding protecting SF Bay during America's Cup
- From Sammarye Lewis, regarding protecting SF Bay during America's Cup
- From Trinka Marris, regarding protecting SF Bay during America's Cup
- From Ray Rodney, regarding protecting SF Bay during America's Cup
- From Kristen Domingo, regarding protecting SF Bay during America's Cup
- From B. Lerner, regarding protecting SF Bay during America's Cup
- From Steve Olson, regarding protecting SF Bay during America's Cup
- From Karen Ratzlaff, regarding protecting SF Bay during America's Cup
- From Beverly Spector, regarding protecting SF Bay during America's Cup
- From Lynette Koffrow, regarding protecting SF Bay during America's Cup
- From Madeline McKenna, regarding protecting SF Bay during America's Cup
- From Pamela Connolly, regarding protecting SF Bay during America's Cup
- From Amy Gorman, regarding protecting SF Bay during America's Cup
- From Teri Shore, regarding protecting SF Bay during America's Cup
- From Christopher Pincetich, regarding protecting SF Bay during America's Cup
- From Janice Gloe, regarding protecting SF Bay during America's Cup

- From Rebecca Bartlett, regarding protecting SF Bay during America's Cup
- From Carol Patton, regarding protecting SF Bay during America's Cup
- From Linda Wilkerson, regarding protecting SF Bay during America's Cup
- From Deb Castellana, regarding protecting SF Bay during America's Cup
- From Elizabeth O'Hara, regarding protecting SF Bay during America's Cup
- From Jessica Larsen, regarding protecting SF Bay during America's Cup
- From Kathryn Hyde, regarding protecting SF Bay during America's Cup
- From Valerie Baugher, regarding protecting SF Bay during America's Cup
- From Shirley Soldavini, regarding protecting SF Bay during America's Cup
- From Lois Yuen, regarding protecting SF Bay during America's Cup
- From Louise Denish, regarding protecting SF Bay during America's Cup
- From Rebecca Koo, regarding protecting SF Bay during America's Cup
- From Jen Rios, regarding protecting SF Bay during America's Cup
- From Julie Litwin, regarding protecting SF Bay during America's Cup
- From Jenifer Jenifer, regarding protecting SF Bay during America's Cup
- From Steve Hibshman, regarding protecting SF Bay during America's Cup
- From Jon Spar, regarding protecting SF Bay during America's Cup
- From Lia F, regarding protecting SF Bay during America's Cup
- From Mary Foley, regarding protecting SF Bay during America's Cup
- From Nabeel S, regarding protecting SF Bay during America's Cup
- From Michael Braude, regarding protecting SF Bay during America's Cup
- From Cynthia Gaya, regarding protecting SF Bay during America's Cup
- From Sandy Gilbert, regarding protecting SF Bay during America's Cup
- From Charles Post, regarding protecting SF Bay during America's Cup
- From Michael Rubin, regarding protecting SF Bay during America's Cup
- From Ferrara Pan, regarding protecting SF Bay during America's Cup
- From Dian Hardy, regarding protecting SF Bay during America's Cup
- From Lou Pharo, regarding protecting SF Bay during America's Cup
- From Judith Smith, regarding protecting SF Bay during America's Cup
- From William Dvorak, regarding protecting SF Bay during America's Cup
- From Peggy Gilges, regarding protecting SF Bay during America's Cup
- From Timothy Martin, regarding protecting SF Bay during America's Cup
- From Lucy Collier, regarding protecting SF Bay during America's Cup

FEBRUARY 2012
CALENDAR OF UPCOMING PORT MEETINGS – OPEN TO THE PUBLIC

DATE	TIME	GROUP	LOCATION
February 14	2:00 p.m. Closed Session	Port Commission	Port Commission Hearing Room @ the Ferry Bldg.
	3:15 p.m. Open Session	Port Commission	Port Commission Hearing Room @ the Ferry Bldg.
February 28	2:00 p.m. Closed Session	Port Commission	Port Commission Hearing Room @ the Ferry Bldg.
	3:15 p.m. Open Session	Port Commission	Port Commission Hearing Room @ the Ferry Bldg.

NOTES:
The San Francisco Port Commission meets regularly on the second and fourth Tuesday of the month at 3:15 p.m., unless otherwise noticed. The Commission Agenda and staff reports are posted on the Port's Website @ www.sfport.com. The Port Commission meetings can be viewed online at http://sanfrancisco.granicus.com/ViewPublisher.php?view_id=92. The Port Commission meetings are also broadcasted on the 2nd & 4th Thursday of the month at 9 p.m. on Comcast Cable Channel 26 or Astound Cable Channel 78 (formerly RCN Cable). Contact Amy Quesada at 274-0406 or amy.quesada@sfport.com

The Fisherman's Wharf Waterfront Advisory Group (FWWAG) meets regularly on a bi-monthly basis, on the third Tuesday of the month. The regular meeting time and place is 9:00 a.m. at Scoma's Restaurant, Pier 47 at Fisherman's Wharf. Contact Rip Malloy @ 274-0267 or rip.malloy@sfport.com

The Maritime Commerce Advisory Committee (MCAC) meets every other month, on the third Thursday of the month, from 11:30 a.m. to 1:00 p.m. @ Pier 1. Contact Jim Maloney @ 274-0519 or jim.maloney@sfport.com

The Mission Bay Citizens Advisory Committee meets on the 2nd Thursday of the month at 5:00 p.m. at 1700 Owens Street, 2nd Floor. Parking validation is available. Contact Catherine Reilly, San Francisco Redevelopment Agency, at catherine.reilly@sfgov.org

The Northeast Waterfront Advisory Group (NEWAG) meets regularly on a bi-monthly basis on the first Wednesday of the month from 5:00 p.m. to 7:00 p.m. in the Bayside Conference Room @ Pier 1. Contact Jonathan Stern @ 274-0545 or jonathan.stern@sfport.com

The Central Waterfront Advisory Group (CWAG) meets monthly on an as-needed basis, generally on the third Wednesday of the month from 5 to 7 p.m. in the Bayside Conference Room at Pier 1. Contact Mark Paez @ 705-8674 or mark.paez@sfport.com

The Rincon Point-South Beach Citizens Advisory Committee meets on a quarterly basis (the FOURTH MONDAY OF JANUARY AND THIRD MONDAYS IN APRIL, JULY, and OCTOBER), starting at 5:00 p.m. at the South Beach Yacht Club (Pier 40 on The Embarcadero). Contact Catherine Reilly, Assistant Project Manager, Redevelopment Agency, @ 749-2516 or Catherine.Reilly/REDEV/SFGOV@SFGOV

The Southern Waterfront Advisory Committee (SWAC) meets every last Wednesday of the month from 6:15 to 8:15 p.m. Location to be determined. Contact David Beaupre @ 274-0539 or david.beaupre@sfport.com
The Waterfront Design Advisory Committee (WDAC) meets jointly with the Design Review Board of the Bay Conservation and Development Commission on the first Monday of the month at BCDC, 50 California Street, Rm. 2600, at 6:30 p.m. The Committee meets as needed on the fourth Monday of the month at 6:30 p.m. in the Bayside Conf. Rm. @ Pier 1. Contact Dan Hodapp @ 274-0625 or dan.hodapp@sfport.com

FERRY BUILDING:

The Port Commission Hearing Room is located on the second floor of the Ferry Building. The main public entrance is from the west (Embarcadero) side and is served by a bank of elevators adjacent to the historic staircase. Accessible public restrooms are on the first floor at the northeast end of the building as well as on the second floor across the lobby from the Port Commission Hearing Room. The main path of travel to the Port Commission Hearing Room is equipped with remote infrared signage (Talking Signs). The Port Commission Hearing Room is wheelchair accessible. Accessible seating for persons with disabilities (including those using wheelchairs) is available. The closest accessible BART and MUNI Metro station is Embarcadero located at Market & Spear Streets. Accessible MUNI lines serving the Ferry Building area are the F-Line, 9, 31, 32 and 71. For more information about MUNI accessible services, call (415) 923-6142. The nearest accessible parking is provided in the following off-street pay lots: 3 spaces in the surface lot on the west side of the Embarcadero at Washington Street.

Hourly and valet parking is available in the Pier 3 lot. This lot is accessed through the Pier 3 bulkhead building entrance on the east side of the Embarcadero. This lot is located on the pier deck; adjacent to the ferry boat Santa Rosa.

Additional covered accessible off-street pay parking is available in the Golden Gateway Garage, which is bounded by Washington, Clay, Drumm and Battery Streets. Entrance is on Clay St. between Battery and Front Streets. There is no high-top van parking. Metered street parking is available on the Embarcadero, Washington, Folsom & Drumm Streets.

PIER 1:

The Port's fully accessible offices are in the west end of Pier 1. There are two public entrances; the main entrance on the west (Embarcadero), and the Port History walk entrance on the south apron. Each of these entrances is provided with an automatically operated door. Both entrances lead to the Bayside conference rooms. Accessible public restrooms, drinking fountains, payphone and TTY are on the first floor near the main entrance. The public spaces of the Port's offices are equipped with remote infrared signage (Talking Signs) identifying all primary entrances, paths of travel, meeting rooms and amenities. Accessible seating areas and assistive listening devices will be available in the Bayside Conference rooms.

Accessible meeting information policy:
In order to assist the City's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City to accommodate these individuals.

A sign language interpreter and alternative format copies of meeting agendas and other materials can be provided upon request made at least 72 hours in advance of any scheduled meeting. Contact Wendy Proctor, Port's ADA Coordinator, at 274-0592, the Port's TTY number is (415) 274-0587.

Know Your Rights Under the Sunshine Ordinance:
Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review. For more information on your rights under the Sunshine Ordinance (Sections 67.1 et seq. of the San Francisco Administrative Code) or to report a violation of the ordinance, contact Chris Rustom by mail: Sunshine Ordinance Task Force, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco CA 94102-4689; by phone at (415) 554-7724; by fax at (415) 554-7854 or by email at sotf@sfgov.org. Citizens interested in obtaining a free copy of the Sunshine Ordinance can request a copy from Mr. Rustom or by printing Sections 67.1 et seq. of the San Francisco Administrative Code on the Internet, at http://www.sfgov.org/sunshine.

NOTICES

Prohibition of Ringing of Sound Producing Devices:
The ringing of and use of cell phones, pagers, and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing or use of a cell phone, pager, or other similar sound-producing electronic device.

Lobbyist Registration and Reporting Requirements:
Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance (SF Campaign & Government Conduct Code Sections §2.100 – 2.160) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness, Suite 3900, San Francisco, CA 94102, phone (415) 581-2300 or fax (415) 581-2317; web site: www.sfgov.org/ethics.

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Request authorization to accept and expend $1,121,795 in 2009 Infrastructure Protection Program Port Security Grant Program funds from the Department of Homeland Security for security improvements at the Port of San Francisco

DIRECTOR'S RECOMMENDATION: Approve Attached Resolution

Funding Overview

On January 13, 2009, the Port of San Francisco, along with the Ports of Oakland, Richmond and Stockton, through their Fiduciary Agent, accepted a regional allocation from the Department of Homeland Security (DHS) for the 2009 Infrastructure Protection Program Port Security Grant Program (PSGP). Consistent with the 2007, 2007 Supplemental and 2008 Port Security grants, the four major regional ports remained grouped together as a Tier I (highest risk) port area. As with the 2007 Supplemental, and 2008 PSGP rounds, port stakeholders were asked by the Federal Emergency Management Agency (FEMA) to identify a single entity that would apply for and accept funding on behalf of the stakeholders, as well as act as the responsible Fiduciary Agent for the port area and ensure that all port partners were incorporated in the planning and grant allocation processes. The Executive Director of the Marine Exchange of the San Francisco Bay Region (Marine Exchange), a 501(c)(1) non-profit membership organization, was again selected as the Fiduciary Agent (FA). In the 2009 PSGP grant cycle DHS allocated $25,533,655 to the San Francisco Bay Region, for which each eligible entity within the region could apply. In this round, DHS required a 25% cash or 'in kind' match for all approved projects submitted by eligible entities.

Applicants for funding under the 2009 PSGP used findings and recommendations from the Port-Wide Risk Management/Mitigation and Business Continuity/Resumption of

THIS PRINT COVERS CALENDAR ITEM NO. 8A

Trade Plan (Plan), which had been mandated by DHS during the 2007 Supplemental PSGP round to increase regional cooperation and create a more strategic port area-wide focus, to justify their applications. A committee made up of representatives from the four major ports and representatives from each port stakeholder community evaluated the applications, using the criteria and priorities set forth in the 2009 PSGP Guidance and Application Kit. The Coast Guard Captain of the Port reviewed the committee's recommendations prior to the applications being sent to FEMA for review and approval. FEMA approved this 2009 PSGP application in early 2011.

The grant performance period is a maximum of thirty-six months, plus twenty-four additional months of extensions, which are usually granted in six-month increments. All 2009 PSGP-funded projects must be completed by September 30, 2014.

Because the Marine Exchange is a 501(c)(1) non-profit entity, and their Executive Director is the port area's Fiduciary Agent, a hold harmless provision is required as part of the Marine Exchange's agreement with each sub-grantee in order for the Marine Exchange to disburse grant funds. In grant rounds prior to the 2007 Supplemental round, recipients received funding directly from DHS or FEMA, which as federal entities, do not require hold harmless provision. Without the hold harmless provision in the Marine Exchange's sub-grantee agreement with the Port of San Francisco, the Port will not be able to access grant funds. There is no additional cost to the Port for this hold harmless provision. The City and County of San Francisco's Risk Manager supports the Port's decision to grant the hold harmless provision.

The Port's Grant Application

The Port was awarded the following funding during this round of the 2009 Port Security Grant Program:

- **$1,121,795 Ferry System Security Interoperability Enhancements** – This system will provide for a smooth and efficient shift into emergency ferry operations following a natural or human-caused disaster. It will also provide ferry passengers with real-time updates on ferry schedules, as well as increase the efficiency of day-to-day ferry operations. The system consists of three main components: 1) Enhanced Electronic Chart Systems; 2) Centralized Ferry Schedule Management System; 3) LCD-based digital displays to provide ferry riders with schedules, real time updates and emergency instructions. The Metropolitan Transportation Commission (MTC) has provided the 25% non-federal match ($373,932) through the RM2 Real-time Transit Information Grant program. This grant of matching funds was approved by the MTC in April of 2010.

Requested Port Commission Action

Port staff seek Port Commission authorization for the Executive Director to accept and expend $1,121,795 in 2009 Infrastructure Protection Program Port Security Grant Program funds from the Department of Homeland Security for security improvements at the Port of San Francisco. Port staff also seeks Port Commission authorization for the Executive Director to indemnify the Fiduciary Agent.

Prepared by: Sidonie Sansom, Director of Homeland Security

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-01

WHEREAS, The Department of Homeland Security Infrastructure Protection Program's Port Security Grant Program (PSGP) provides grant funding to port areas for the protection of critical port infrastructure from terrorism; and the PSGP funds are primarily intended to assist ports in enhancing risk management capabilities, increasing domain awareness and improving capabilities for prevention, detection, response and recovery from attacks involving improvised explosive devices and other nonconventional weapons; and

WHEREAS, On January 13, 2009 the Port of San Francisco submitted an application for grant funds under the PSGP; and

WHEREAS, On January 17, 2011 the Port of San Francisco was awarded $1,121,795 in grant funds for the Ferry System Security Interoperability Enhancements (the "grant"); and

WHEREAS, the Ferry System Security Interoperability Enhancements will provide for the smooth and efficient shift into emergency ferry operations following a terrorist event or natural disaster; and

WHEREAS, The Federal Emergency Management Agency (FEMA), on behalf of the Department of Homeland Security, appointed the Marine Exchange of the San Francisco Bay Region (the "Marine Exchange"), a 501(c)(1) non-profit, to act as the fiduciary agent for the disbursement, administration and management of the grant; and

WHEREAS, The Marine Exchange requires an agreement with the City, through the Port Commission, for the disbursement, management and administration of the grant; and

WHEREAS, The Marine Exchange requires that in the agreement the Port Commission agree to indemnify, defend, and hold harmless the Marine Exchange against all liability, loss, cost or expense imposed upon the Marine Exchange, arising out of or related to the Port's performance under the agreement; now, therefore, be it

RESOLVED, That the Port Commission hereby authorizes the Executive Director to seek the Board of Supervisors' approval to accept and expend the $1,121,795 grant for the Ferry System Security Interoperability Enhancements; and be it further

RESOLVED, That the Port Commission hereby urges the Board of Supervisors to approve the request for approval to accept and expend the grant; and be it further

RESOLVED, That, subject to the Board of Supervisors' approval, the Port Commission hereby authorizes the Executive Director or her designee to execute, on behalf of the City, an agreement with the Marine Exchange for the disbursement, administration and management of the grant, wherein the City agrees to indemnify, defend, and hold harmless the Marine Exchange against all liability, loss, cost or expense imposed upon the Marine Exchange, arising out of or related to the Port's performance under the agreement; subject to the approval of such indemnity and hold harmless provision by the City's Risk Manager; and be it further

RESOLVED, That the Port Commission, subject to the Board of Supervisors' approval, hereby authorizes the Executive Director or her designee to execute for and on behalf of the City and County of San Francisco, any additional documents necessary to enter into the grant agreement with the Marine Exchange, the Federal Emergency Management Agency or the Department of Homeland Security, including any extensions, augmentations or amendments thereof.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of January 20, 2012.

_____

Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Request Authorization to Award Construction Contract No. 2755, Port Security Fences Project, Phase III, to Crusader Fence Co., Inc., in the Amount of $1,311,011, and authorization for a contract contingency fund of 10% of the contract amount (or $131,101) for unanticipated contingencies for a total authorization of $1,442,112

DIRECTOR'S RECOMMENDATION: Approve Attached Resolution

Overview

Port staff requests that the Port Commission authorize the award of construction Contract No. 2755, Port Security Fences Project, Phase III (the "Project"), to Crusader Fence Co., Inc. (Crusader), the lowest responsive, responsible bidder. The Project scope includes replacing substandard fences and constructing new fences at Pier 94, Pier 90, Pier 50, Pier 48, Pier 28, Pier 26, Pier 19, and Pier 45 (see Attachment "A", Site Plan). This construction project will assist the Port in complying with Department of Homeland Security and United States Coast Guard mandates to improve security at regulated Port facilities under the Maritime Transportation Security Act (MTSA) of 2002.

Background

The Port Commission, at its meeting on November 15, 2011, authorized staff to advertise for construction bids for the Project (Port Commission Resolution 11-71). To ensure a contract could be awarded with the available funding, the bid was structured with base bid items and four additive alternate bid items. The Engineer's Estimate for this Project was $1,380,000. With available funding of $1,400,000 for a contract award, Port staff established a descending order of priority for alternates as follows: (1) Work at Pier 26/28,

THIS PRINT COVERS CALENDAR ITEM NO. 8B

(2) Work at Pier 48, (3) Part 1 Work at Pier 50, and (4) Part 2 Work at Pier 50. On December 14, 2011, Port staff received four bids for this Project. A summary of the bids is attached (see Attachment "B", Bid Tabulation).

Within the determined available construction funding of $1,400,000, Crusader Fence Co., Inc. (Crusader) is the apparent lowest responsive, responsible bidder, with a total bid price of $1,311,011, which includes base bid and prioritized alternates 1, 2 and 3.

On December 20, 2011, Golden Bay Fence plus Iron Works, Inc. (Golden Bay), the apparent second low bidder, submitted a bid protest, alleging that Crusader does not hold sufficient licensing to self-perform the work or Crusader has violated the subcontractor listing requirements of the bid documents and the California Subletting and Subcontracting Fair Practices Act.

On December 27, 2011, Crusader submitted a bid protest response confirming that Crusader has a valid C-13 California Contractors License and that it plans to use two subcontractors with quotes less than one half of 1% of the base bid to complete the work. All materials for these two subcontractors' work will be purchased by Crusader. Crusader met with Port staff on January 5, 2012 and demonstrated Crusader's plans to use a C-10 licensed subcontractor to perform electrical work, and a D-28 licensed subcontractor to perform the Cookson Rolling Grille installation work at Pier 45. The D-28 subcontractor is also a Cookson authorized installer.

Port staff reviewed all documents concerning Golden Bay's bid protest and came to the following conclusions: Crusader satisfies the Contract requirements, Golden Bay's protest is unsubstantiated, and Crusader's Bid is the lowest responsive bid.

Local Business Enterprise

The Human Rights Commission ("HRC") Contract Compliance Officer for the Port has reviewed the scope of work and the HRC Availability List for Fencing Contractors, and determined that there is no availability of HRC Certified Local Business Enterprise ("LBE") Fencing Contractors, and therefore, waived the LBE subcontracting goal for this contract. A copy of the HRC memorandum is attached (see Attachment "C", HRC Memorandum).

San Francisco Local Hiring Policy for Construction

The San Francisco Office of Economic and Workforce Development has reviewed the scope of work and funding sources of the Project, and determined that the Project requirements should utilize the First Source Hiring Program instead of the Local Hiring Program (see Attachment "D", Email from Workforce Contract Compliance Officer). The First Source Hiring Program requirement is included in the Project Contract.

Regulatory Approvals

The Port received a determination from the City Planning Department that the project is categorically exempt from California Environmental Quality Act ("CEQA") under "Class 1: Existing Facilities (c) Existing highways and streets, sidewalks, gutters, bicycle and

pedestrian trails, and similar facilities (this includes road grading for the purpose of public safety).... 16. Installation of security fencing and gates."

Furthermore, the Port reviewed this project with the San Francisco Bay and Conservation and Development Commission ("BCDC") staff, and filed a project notification under the Port's Basic Repair and Maintenance Permit (BCDC Permit M77-17) to perform the work as described on September 9, 2011. Several project design changes were discussed and approved to satisfy both parties. BCDC staff has provided project approval verbally and stated the permit for this project will be issued imminently.

Funding

The following is a breakdown of the estimated costs for this Project:

Contract No. 2755 construction cost:	$ 1,311,011
Add 10% Contingency:	$ 131,101
Total required funding	**$ 1,442,112**

The Project is fully funded by a combination of United States Department of Homeland Security Port Security Grant Programs and California Port and Maritime Security Grant Programs, as follows:

Grant Title	**FEMA CPMSG**	**Comments**
2007 Port Security Grant Program (PSGP)	$803,081	Original amount = $981,786 $178,705 spent previously for Pier 80 high security fencing
2007 Port Security Grant Program – Supplemental	$375,000	Awarded November 2010
2007 California Port and Maritime Security Program (CPMSGP)	$282,586	Matching funds for 2007 PSGP Original Amount = $327,262 $44,676 used for 2007 PSGP 25% match for Pier 80 high security fencing
2008 California Port and Maritime Security Program (CPMSGP)	$60,375	Matching funds for 2007 PSGP (S) Original Amount = $125,000 $64,625 has been allocated for high security fencing at the new Maritime-SFPD Operations facility.
Total	$1,521,042	

Schedule

The following is the anticipated Project schedule:

Commission Authorization to Award	January 20, 2012
Estimated Notice to Proceed (NTP)	February, 2012
Estimated Substantial Completion (120 Days)	June, 2012
Estimated Final Completion (30 Days)	July, 2012

Summary

Port staff recommend that the Port Commission authorize the award of construction Contract No. 2755, Port Security Fences Project, Phase III, to Crusader Fence Co., Inc., the lowest responsive, responsible bidder, in the amount of $1,311,011, and further authorize staff to increase the contract amount, if needed for unanticipated contingencies, by an additional $131,101 (or 10%) through contract modification or change order to a total of up to $1,442,112. Port staff also recommend that the Port Commission authorize the Executive Director to accept the work once it is complete.

Prepared by: Ken Chu, Project Engineer
For: Edward F. Byrne, Chief Harbor Engineer

Attachments:
A - Site Plan
B - Bid Tabulation
C - HRC Memorandum
D - Email from Workforce Contract Compliance Officer

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-02

WHEREAS, The Port Commission previously authorized the advertisement of the construction Contract No. 2755, Port Security Fences Project, Phase III (the "Project) at its meeting on November 15, 2011 (Port Commission Resolution 11-71); and

WHEREAS, Port staff received four bids for the Project on December 14, 2011; and

WHEREAS, Port Engineering staff reviewed the bids and have determined that Crusader Fence Co., Inc. is the lowest responsive, responsible bidder; and

WHEREAS, The Project cost will be fully funded by the United States Department of Homeland Security's Port Security Grant Program, and by the California Port and Maritime Security Grant Program; and

WHEREAS, Port staff received a concurrent determination from the City Planning Department that the project is categorically exempt from the California Environmental Quality Act ("CEQA"); and

WHEREAS, Port staff has sent notification to and met with the San Francisco Bay and Conservation and Development Commission ("BCDC") under the Port's Basic Repair and Maintenance Permit (BCDC Permit M77-17) to seek approval and perform the work as described by the project engineer; and received a verbal approval of this Project by BCDC; and

WHEREAS, The Human Rights Commission ("HRC") has reviewed the scope of work and determined that there are no available HRC Certified Local Business Enterprise ("LBE") Fencing Contractors, and therefore, waived the LBE subcontracting goal for this contract; and

WHEREAS, The San Francisco Office of Economic and Workforce Development has reviewed the scope of work and funding sources of the Project, and determined that the Project requirements should utilize the First Source Hiring Program instead of the Local Hiring Program; now, therefore be it

RESOLVED, That the Port Commission hereby authorizes Port staff to award the construction contract, Port Security Fences Project, Phase III, Contract No. 2755, to Crusader Fence Co., Inc., the lowest responsive, responsible bidder, for the amount of $1,311,011; and be it further

RESOLVED, That the Port Commission authorizes Port staff to increase the contract amount, if needed for unanticipated contingencies, by up to an additional $131,101 (10% of $1,311,011) for a total of up to $1,442,112 through contract modification or change order; and be it further

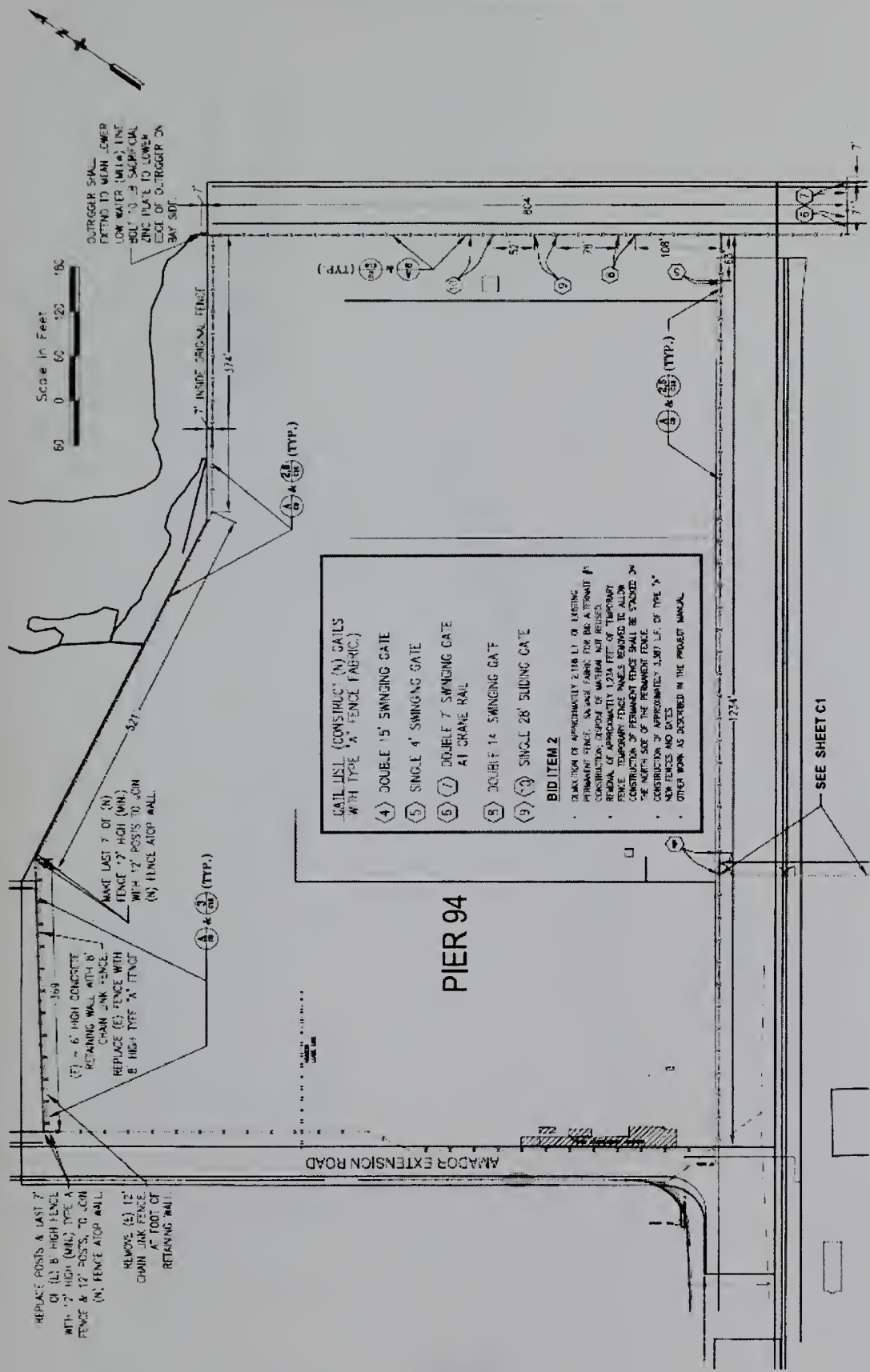
RESOLVED, That the Port Commission hereby authorizes the Executive Director to accept the work once it is complete.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 20, 2012.

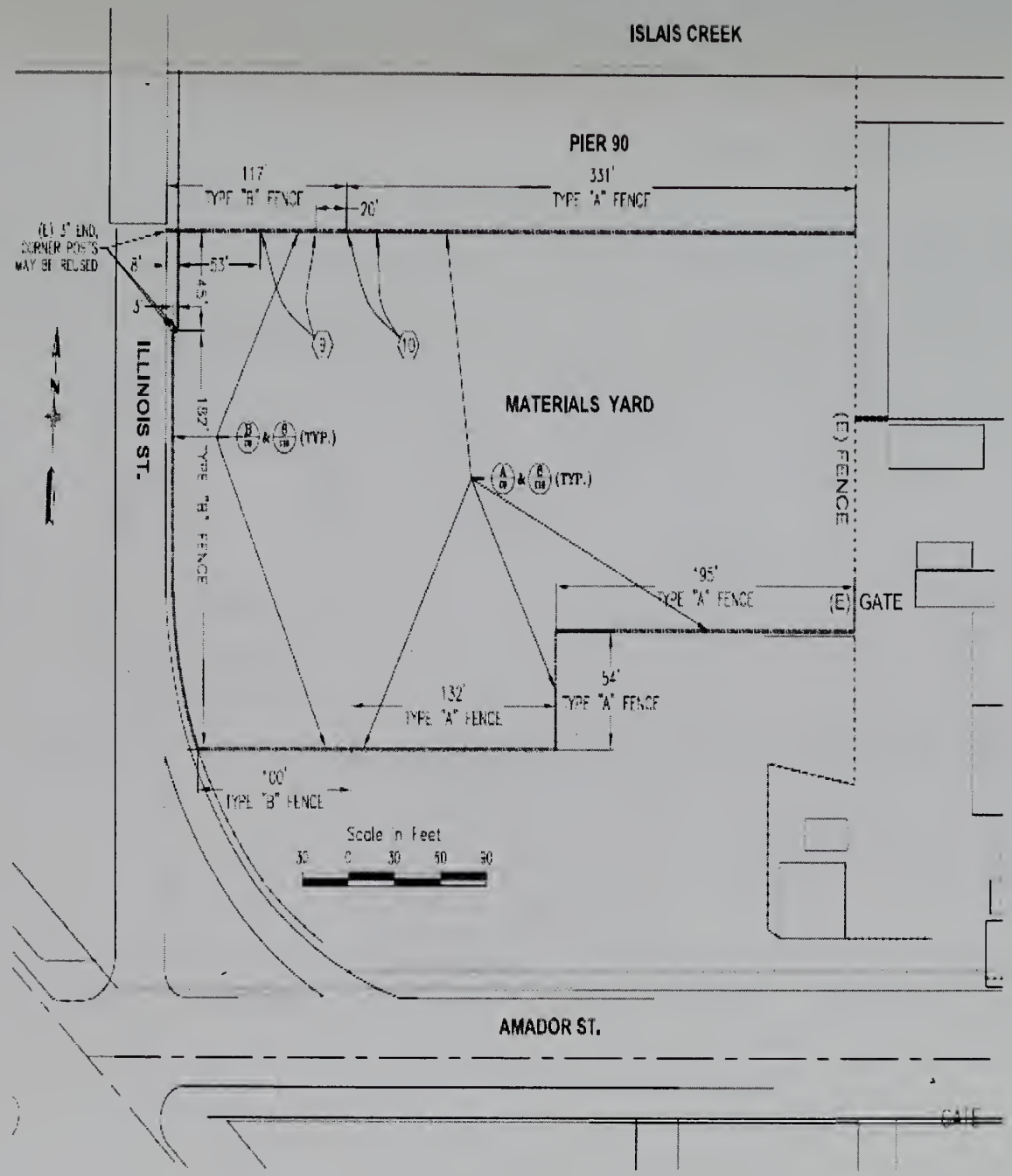
_____

Secretary

SITE PLAN, ATTACHMENT A



Pier 94



GATE LIST

CONSTRUCT (N) GATES

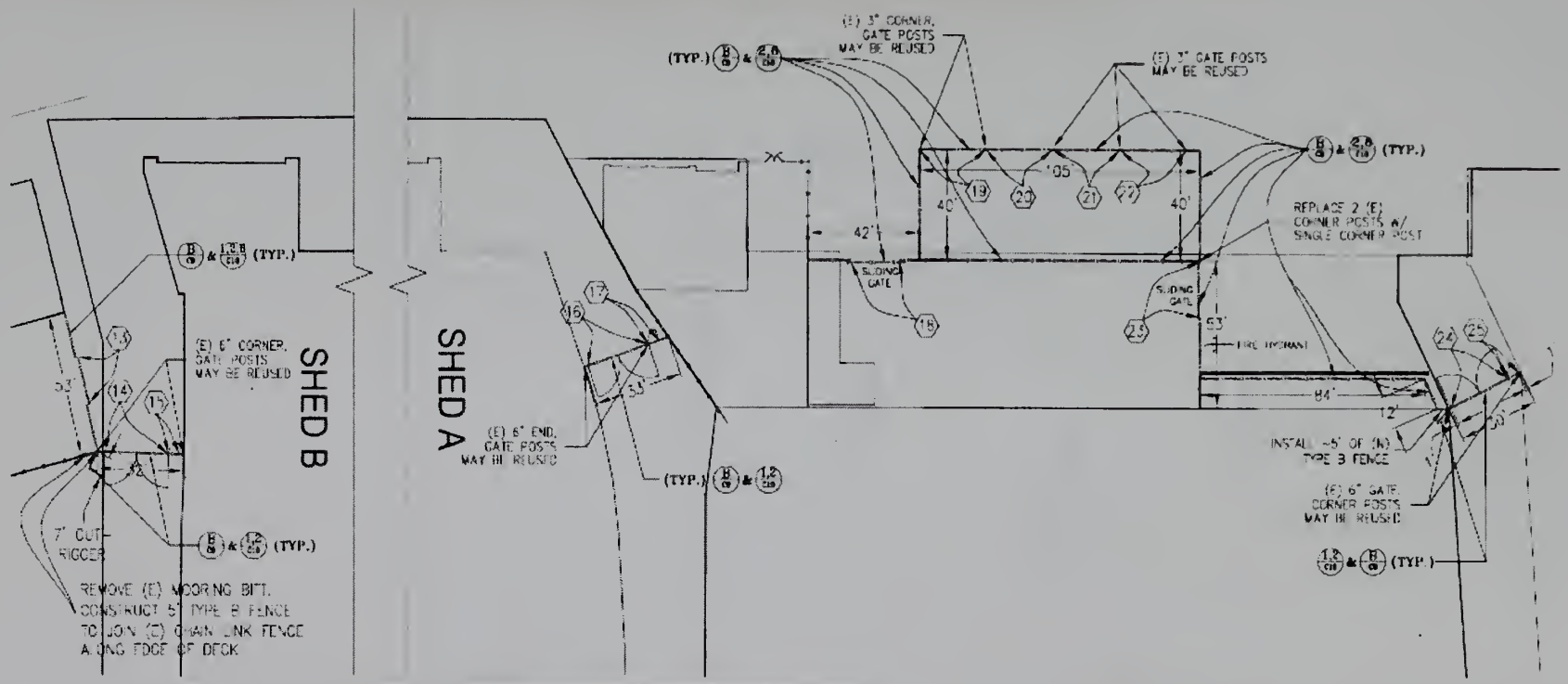
(9) DOUBLE 15' SLIDING GATE TYPE "B" FENCE

(10) SINGLE 20' SLIDING GATE TYPE "A" FENCE

- DEMOLITION AND DISPOSAL OF APPROXIMATELY 718 LF OF EXISTING FENCES AND GATES
- CONSTRUCTION OF APPROXIMATELY 272 LF OF TYPE "A" NEW FENCES 449 LF OF TYPE "B" NEW FENCES AND GATES (SEE SHEET C-1)
- OTHER WORK AS DESCRIBED IN THE PROJECT MANUAL
- TEMPORARY FENCE REMOVED TO ALLOW CONSTRUCTION SPACE BE STAGED INSIDE THE PORT MATERIALS YARD ENCLOSED BY THE NEW FENCE AS DIRECTED BY THE ENGINEER

Pier 90

Pier 50



GATE LIST

12 CONSTRUCT (N) GATES AS SPECIFIED

(13) 16' SLIDING GATE

(14) DOUBLE 12' SWINGING DRIVE GATE

(15) 4' WALK GATE W/ PANIC HARDWARE

(16) DOUBLE 12' SWINGING DRIVE GATE

(17) 4' WALK GATE W/ PANIC HARDWARE

(18) 18' SLIDING GATE

(19) (20) (21) (22) DOUBLE 12.5' SWINGING DRIVE GATE

(23) 20' SLIDING GATE

(24) DOUBLE 12' SWINGING DRIVE GATE

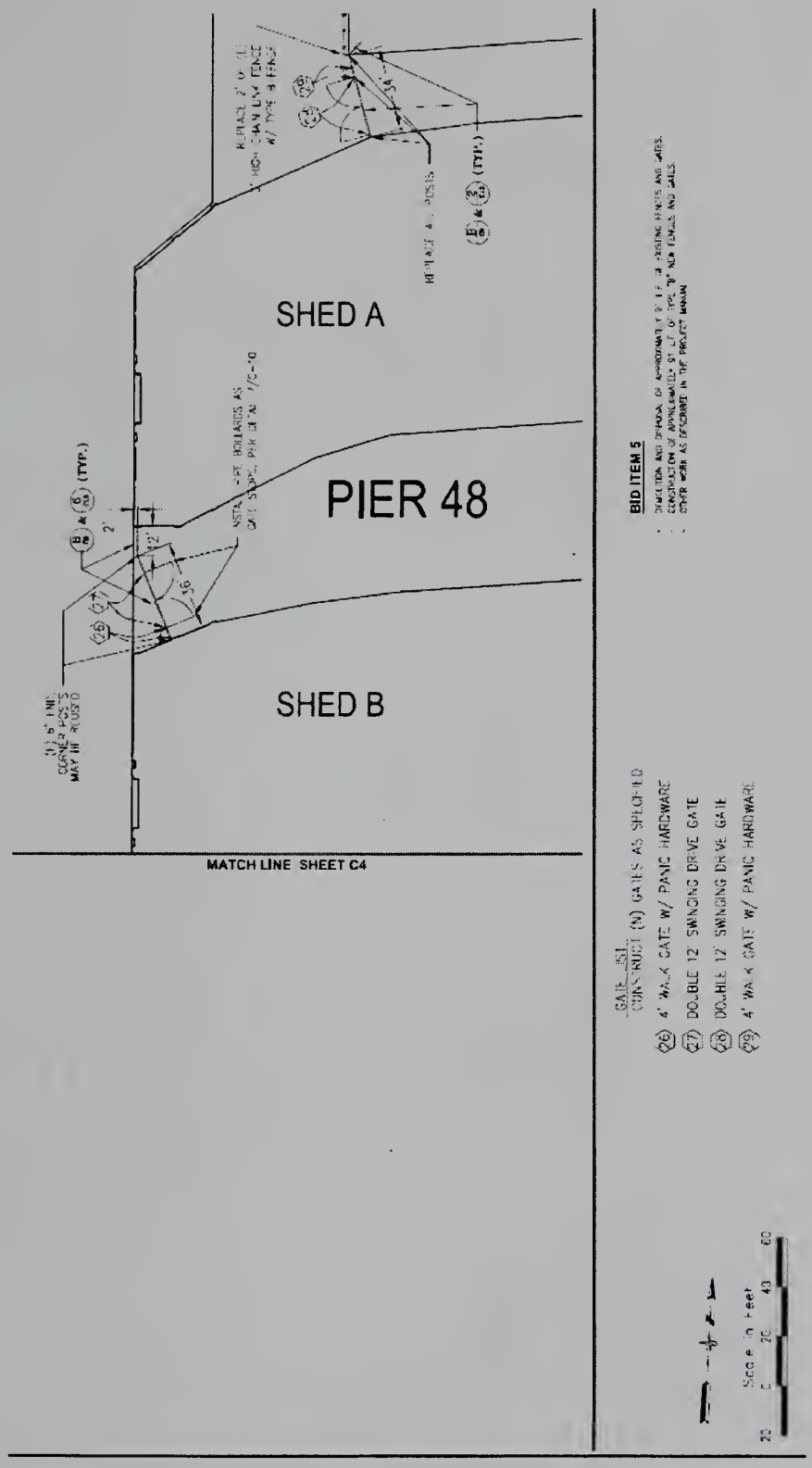
(25) 4' WALK GATE W/ PANIC HARDWARE

Scale in Feet

20 0 20 40 60

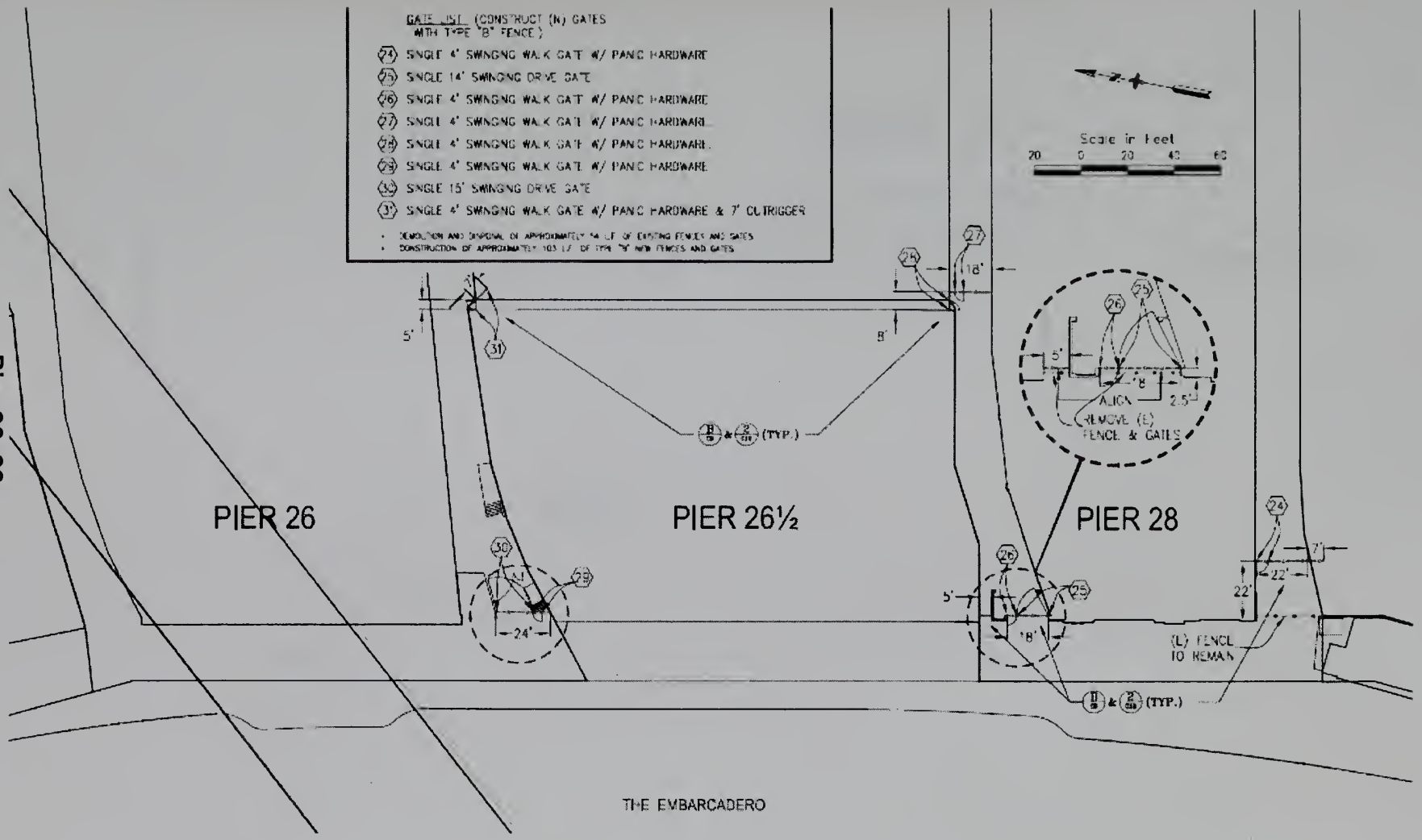
BID ITEM 4

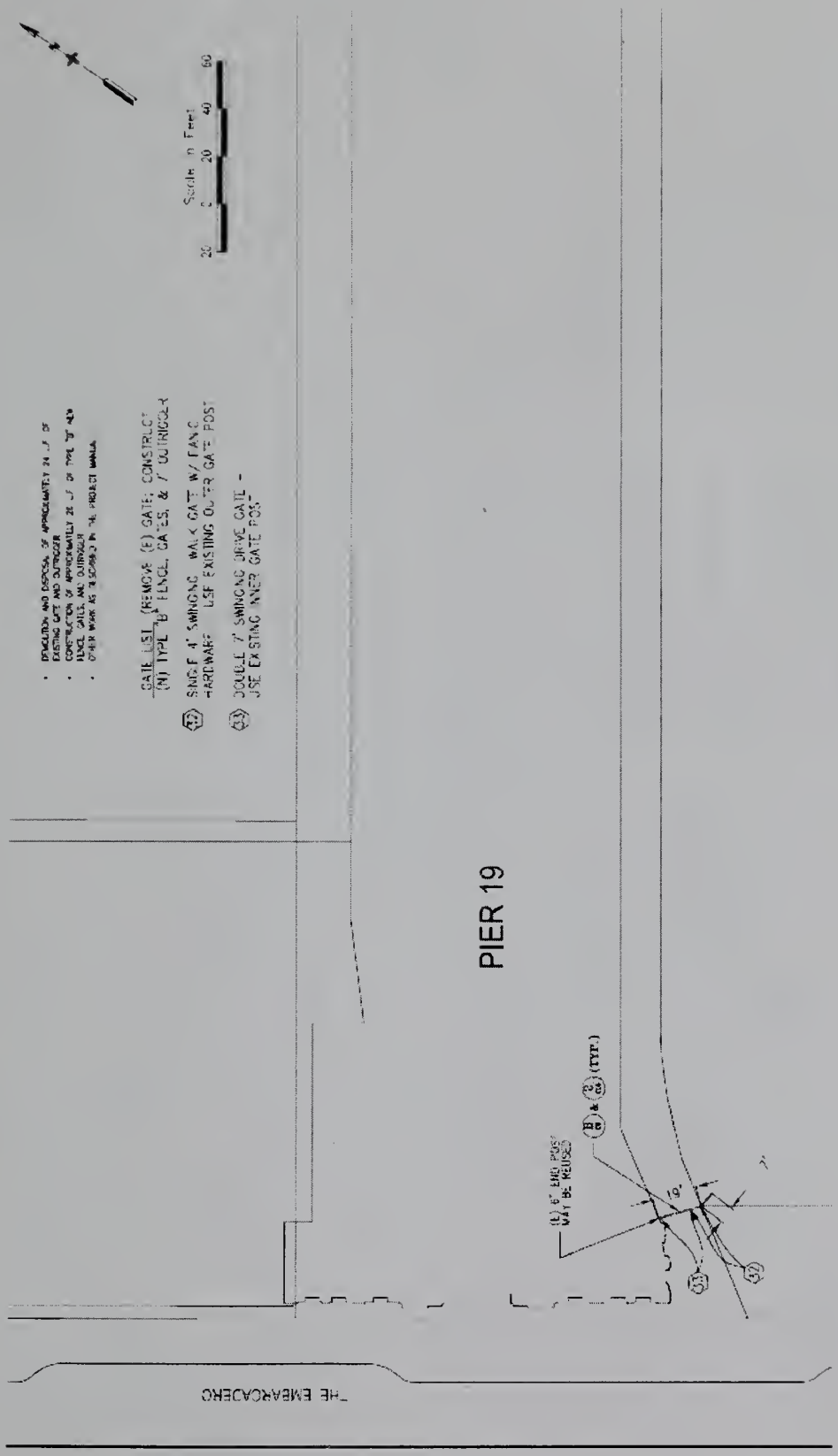
- DEMOLITION AND DISPOSAL OF APPROXIMATELY 643 L.F. OF EXISTING FENCES AND GATES.
- CONSTRUCTION OF APPROXIMATELY 648 L.F. OF TYPE "B" NEW FENCES AND GATES.
- OTHER WORK AS DESCRIBED IN THE PROJECT MANUAL.


SHED A
PIER 48
SHED B
MATCH LINE SHEET C4
BID ITEM 5
GATE 51
CONSTRUCT (N) GATES AS SPECIFIED
(26) 4' WALK GATE W/ PANIC HARDWARE
(27) DOUBLE 12' SWINGING DRIVE GATE
(28) DOUBLE 12' SWINGING DRIVE GATE
(29) 4' WALK GATE W/ PANIC HARDWARE
Scale in Feet

Pier 48

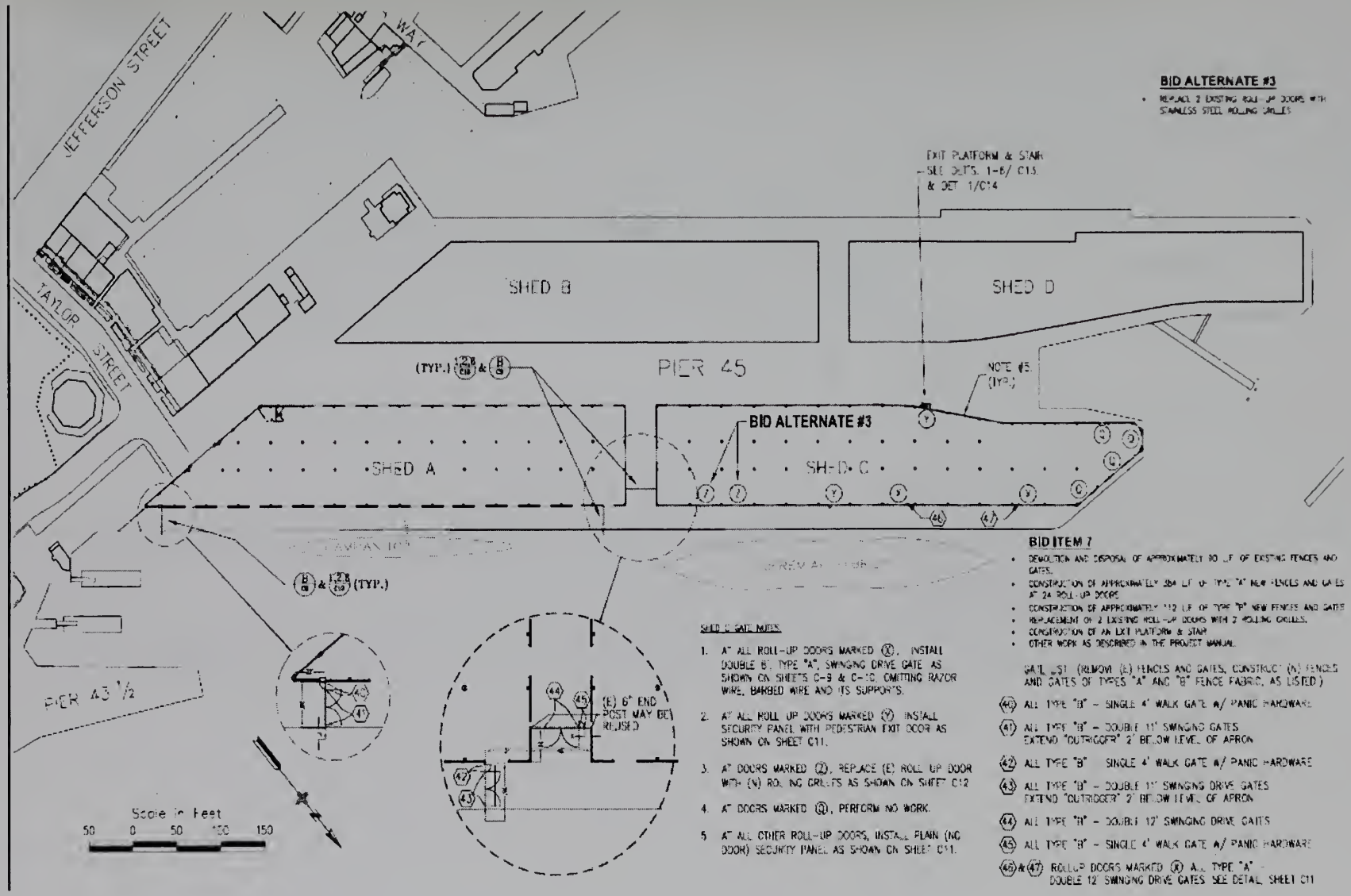
Pier 26, 28


GATE LIST (CONSTRUCT (N) GATES WITH TYPE "B" FENCE)
24 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE
25 SINGLE 14' SWINGING DRIVE GATE
26 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE
27 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE
28 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE
29 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE
30 SINGLE 15' SWINGING DRIVE GATE
31 SINGLE 4' SWINGING WALK GATE W/ PANIC HARDWARE & 7' OUTRIGGER
• DEMOLITION AND DISPOSAL OF APPROXIMATELY 54 LF OF EXISTING FENCES AND GATES
• CONSTRUCTION OF APPROXIMATELY 103 LF OF TYPE "B" NEW FENCES AND GATES
Scale in Feet
20 0 20 40 60
PIER 26
PIER 26½
PIER 28
THE EMBARCADERO
ALIGN
REMOVE (E) FENCE & GATES
(L) FENCE TO REMAIN
(TYP.)
24'
22'
7'
18'
8'
5'
2.5'


Scale in Feet
20
0
20
40
60
GATE LIST (REMOVE (E) GATE; CONSTRUCT (N) TYPE "B" FENCE, GATES, & / OUTRIGGER
SINGLE 4' SWINGING WALK GATE W/ FANCY HARDWARE USE EXISTING OUTER GATE POST
DOUBLE 7' SWINGING DRIVE GATE - USE EXISTING INNER GATE POST
PIER 19
(E) 6" END POST MAY BE REUSED
10'
THE EMBARCADERO

Pier 19

Pier 45



BID ALTERNATE #3

- REPLACE 2 EXISTING ROLL-UP DOORS WITH STAINLESS STEEL ROLLING GRILLES

BID ITEM 7

- DEMOLITION AND DISPOSAL OF APPROXIMATELY 80 LF OF EXISTING FENCES AND GATES.
- CONSTRUCTION OF APPROXIMATELY 384 LF OF TYPE "A" NEW FENCES AND GATES AT 24 ROLL-UP DOORS
- CONSTRUCTION OF APPROXIMATELY 112 LF OF TYPE "B" NEW FENCES AND GATES
- REPLACEMENT OF 2 EXISTING ROLL-UP DOORS WITH 2 ROLLING GRILLES.
- CONSTRUCTION OF AN EXIT PLATFORM & STAIR
- OTHER WORK AS DESCRIBED IN THE PROJECT MANUAL

GATE #S1 (REMOVE (E) FENCES AND GATES, CONSTRUCT (N) FENCES AND GATES OF TYPES "A" AND "B" FENCE FABRIC, AS LISTED)

(40) ALL TYPE "B" – SINGLE 4' WALK GATE W/ PANIC HARDWARE

(41) ALL TYPE "B" – DOUBLE 11' SWINGING GATES EXTEND "OUTRIGGER" 2' BELOW LEVEL OF APRON

(42) ALL TYPE "B" – SINGLE 4' WALK GATE W/ PANIC HARDWARE

(43) ALL TYPE "B" – DOUBLE 11' SWINGING DRIVE GATES EXTEND "OUTRIGGER" 2' BELOW LEVEL OF APRON

(44) ALL TYPE "B" – DOUBLE 12' SWINGING DRIVE GATES

(45) ALL TYPE "B" – SINGLE 4' WALK GATE W/ PANIC HARDWARE

(46)&(47) ROLLUP DOORS MARKED (X) ALL TYPE "A" – DOUBLE 12' SWINGING DRIVE GATES SEE DETAIL SHEET C11

SHED C GATE NOTES:

1. AT ALL ROLL-UP DOORS MARKED (X), INSTALL DOUBLE 8', TYPE "A", SWINGING DRIVE GATE AS SHOWN ON SHEETS C-9 & C-10, OMITTING RAZOR WIRE, BARBED WIRE AND ITS SUPPORTS.
2. AT ALL ROLL UP DOORS MARKED (Y) INSTALL SECURITY PANEL WITH PEDESTRIAN EXIT DOOR AS SHOWN ON SHEET C11.
3. AT DOORS MARKED (Z), REPLACE (E) ROLL UP DOOR WITH (N) ROLLING GRILLES AS SHOWN ON SHEET C12
4. AT DOORS MARKED (Q), PERFORM NO WORK.
5. AT ALL OTHER ROLL-UP DOORS, INSTALL PLAIN (NO DOOR) SECURITY PANEL AS SHOWN ON SHEET C11.

ATTACHMENT B

PORT of SAN FRANCISCO

B I D T A B U L A T I O N

BID OPENING DATE	12/14/11 IN PIER 1, SAN FRANCISCO
CONTRACT NUMBER	2755
LOCATION	PORT SECURITY FENCES PHASE 3

LBE GOAL:	N/A	TOTAL NUMBER OF CALENDAR DAYS	120

NUMBER OF BIDDERS:	4	ESTIMATE:	1,380,000	LOW BID AMOUNT :	(Base bid + Alts 4, 1 & 2) 1,311,011	PERCENT UNDER EST:	-5%

BID RANK	BASE BID	ALT. #4, Priority 1	ALT. #1, Priority 2	ALT. #2, Priority 3	ALT. #3, Priority 4	BIDDER ID	BIDDER INFORMATION
1	1,032,471	115,652	46,469	116,419	146,906	2	Crusader Fence, Co., Inc. 3115 Gold Valley Drive Rancho Cordova, CA 95742 FHN 916 631-9191 Email bob@crusaderfence.com
2	1,033,866	89,180	44,175	148,541	165,494	1	Golden Bay Fence Plus Iron Works, Inc. 4104 S. B. Street Stockton, CA 95206 PHN 209 944 -9754 Email goldenbayfence@yahoo.com
3	1,180,948	112,860	63,495	89,793	138,425	4	Fence Corp, Inc. 111 N. Main St Riverside, CA 92501 PHN 951 686-3170 Email d.marriott@fencecorp.us
4	1,288,369	120,000	70,000	140,000	370,000	3	Schembri Construction Co., Inc. 1485 Bayshore Blvd., #130 San Francisco, CA 94124 PHN 415 656-0300 Email Charles@schembri.com

SUMMARY OF LOW BIDDER

Bid Item	Bid Item Description	Estimated Quantity	Units*	Unit Price	Extension
1	Mobilization	--	LS	--	$50,000
2	Work at Pier 94	--	LS	--	$449,711
3	Work at Pier 90	--	LS	--	$198,894
3	Work at Pier 19	--	LS	--	$20,468
5	Work at Pier 45	--	LS	--	$313,398
TOTAL BID PRICE (summation of Bid Items 1 through 5 above):					$1,032,471

*Note: LS = Lump Sum, EA= Each, LF = Linear Feet, SF = Square Feet, CY = Cubic Yards, AL = Allowance

SCHEDULE OF BID PRICES FOR ALTERNATE ITEMS

Alternate No.	Alternate Description	Amount
1	ADD: Work at Pier 48	$46,469
2	ADD: Part 1 Work at Pier 50	$116,419
3	ADD: Part 2 Work at Pier 50	$146,906
4	ADD: Work at Pier 26/28	$115,652

SUMMARY OF REMAINING BIDDERS

Bid Item #	SECOND		THIRD		FOURTH	
	Unit Price	Total	Unit Price	Total	Unit Price	Total
1		50,000		50,000		50,000
2		456,954		529,845		550,000
3		201,394		231,710		225,000
4		20,820		22,781		30,000
5		304,718		346,612		433,369
TOTALS		1,033,886		1,180,948		1,288,369

SCHEDULE OF BID PRICES FOR ALTERNATE ITEMS OF REMAINING BIDDERS

Alternate No.	SECOND		THIRD		FOURTH	
		Amount		Amount		Amount
1		44,175		63,495		70,000
2		148,541		89,793		140,000
3		165,494		138,425		370,000
4		89,180		112,860		120,000

SUBCONTRACTOR LIST

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
01	TOMS METAL SPECIALIST, INC.	✓	STEEL/METAL WORKS	13,750	728525
	A. G. ELECTRICAL INC.	✓	ELECTRICAL	7,800	934244
	UNITED CALIFORNIA GLASS & DOOR	✓	DOORS	48,569	628422
TOTAL 01				70,119	

SUBCONTRACTOR LIST FOR ALTERNATE WORK

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
01	NONE				
TOTAL 01				0	

SUBCONTRACTOR LIST

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
02	NONE				
TOTAL 02				0	

SUBCONTRACTOR LIST FOR ALTERNATE WORK

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
02	NONE				
TOTAL 02				0	

SUBCONTRACTOR LIST

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
03	CENTRAL FENCE		FENCING	937,000	*
	BARRI ELECTRIC	✓	ELECTRICAL	7,000	550342
	UNITED CALIFORNIA GLASS & DOOR		COILING GRILLES	48,569	628422
	TUAN & ROBINSON	✓	STRUCTURAL ENGINEER	7,000	*
TOTAL 03				999,569	

* - NOT PROVIDED WITH BID DOCUMENTS

SUBCONTRACTOR LIST FOR ALTERNATE WORK

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
03	CENTRAL FENCE		FENCING	609,000	281556
	TUAN & ROBINSON	✓	STRUCTURAL ENGINEER	5,000	*
TOTAL 03				614,000	

* - NOT PROVIDED WITH BID DOCUMENTS

SUBCONTRACTOR LIST

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
04	ARKTOS INCORPORATED	✓	ELECTRICAL @ 45 AND ROLLING GRILLES	72,000	855272
TOTAL 04				72,000	

* - SAN FRANCISCO VENDOR NUMBER

SUBCONTRACTOR LIST FOR ALTERNATE WORK

BIDDER ID	NAME AND LOCATION	CERTIFIED LBE	DESCRIPTION OF PORTION OF WORK SUBCONTRACTED	AMOUNT	LICENSE NO.
04	NONE		DEMOLITION (PARTIAL)	0	
TOTAL 04				0	

City and County of San Francisco

Edwin M. Lee
Mayor

Human Rights Commission
Contract Compliance
Dispute Resolution/Fair Housing
Small Micro Local Business Enterprise
Lesbian Gay Bisexual Transgender & HIV Discrimination

Theresa Sparks
Executive Director

ATTACHMENT C

MEMORANDUM

Date: September 14th, 2011

To: Ken Chu, Project Engineer, SF Port

From: Finbarr Jewell, Contract Compliance Officer, SFHRC

Subject: HRC Goal Setting, Contract No. 2755, Port Security Fence Project ,Phase 11

The HRC is unable to set a LBE subcontracting goal for the above listed project, because the HRC does not currently have HRC certified fencing subcontractors.

25 Van Ness Avenue
Suite 800
San Francisco
California 94102-6033

TEL (415) 252-2500
FAX (415) 431-5764
TDD (415) 252-2550
www-sf-hrc.org

ATTACHMENT D

Tim Y. Leung/SFPORT/SFGOV
08/24/2011 12:44 PM

To Ian Fernando/MAYOR/SFGOV@SFGOV
cc Ken Tashian/SFPORT/SFGOV@SFGOV, Sidonie Sansom/SFPORT/SFGOV@SFGOV, Uday Prasad/SFPORT/SFGOV@SFGOV, Kenneth
bcc
Subject Re: Port of San Francisco Fencing Project

History: This message has been forwarded.

Ian,

The Project's contract number is 2755, and I will insert the City-Build specs under 00820.

TL

Ian Fernando/MAYOR/SFGOV

Ian Fernando/MAYOR/SFGOV
08/23/2011 08:51 AM

To Ken Tashian/SFPORT/SFGOV@SFGOV
cc Sidonie Sansom/SFPORT/SFGOV@SFGOV, Tim Y. Leung/SFPORT/SFGOV@SFGOV, Uday Prasad/SFPORT/SFGOV@SFGOV
Subject Re: Port of San Francisco Fencing Project

Hey Ken,

Thank you for the update. Please provide the project's contract number for my reference. Also, please sure to include the old policy which is called First Source Hiring Program instead of the local hiring. This document is acceptable for these type of grants.

Thanks,
Ian Fernando
Workforce Contract Compliance Officer
Office of Economic and Workforce Development
50 Van Ness
San Francisco, CA 94102
Direct: 415.581.2301
Fax: 415.581.2317

Ken Tashian Ian, The Port's Homeland Security Section requ... 08/19/2011 03:30:33 PM

From: Ken Tashian/SFPORT/SFGOV
To: Ian Fernando/MAYOR/SFGOV@SFGOV
Cc: Tim Y. Leung/SFPORT/SFGOV@SFGOV, Uday Prasad/SFPORT/SFGOV@SFGOV, Sidonie Sansom/SFPORT/SFGOV@SFGOV
Date: 08/19/2011 03:30 PM
Subject: Port of San Francisco Fencing Project

Ian,

The Port's Homeland Security Section requested and has received government funding to install high security fencing at various locations throughout the Port. This is a critical element of the Port's overall security and protection strategy. Almost all of the funding come from FEMA. The FEMA grant program(s)

do not allow local hiring preference, therefore we are requesting an exemption from the City's procurement guidelines. Funding expires mid-2012. Any assistance you can provide in expediting this request will be most appreciated.

Please feel free to contact me directly should you have any questions or require additional information.

In advance, thank you for your support.

Ken

Ken Tashian
Program Manager
Homeland Security
Port of San Francisco
Pier 1 - The Embarcadero
San Francisco, CA 94111
415 274-0262

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Request Authorization to Advertise for Competitive Bids for Construction Contract No. 2743, Pier 33.5 Improvement Project

DIRECTOR'S RECOMMENDATION: Approve Attached Resolution

Overview

Port staff requests Port Commission authorization to advertise for competitive bids for Contract No. 2743, Pier 33.5 Improvements Project. The project scope includes various Port Building Code upgrades, necessary substructure repairs to the Pier 33.5 Bulkhead Building and a new electrical service to Pier 33. The upgrades are necessary in order to return the currently vacant facility into rentable space for the Port. Please refer to the project Site Plan in Attachment A.

Background

The Pier 33.5 Bulkhead Building is a two story historic structure located between the Pier 35 cruise terminal and the Pier 33 shed. The bulkhead was originally constructed circa 1920 to serve as a Fire Department facility serving both land and water. In recent history, the bulkhead building has been used as office and restaurant space. The building currently houses four office spaces, three of which are vacant, and one operational restaurant. The three vacant office spaces, which previously housed tenants who made improvements without permits, do not meet the Port Building Code requirements for egress, accessibility and utility services. Additionally, the electrical service for the Pier 33 shed and the Pier 33.5 bulkhead do not meet the demands of the future anticipated uses, and requires upgrading.

THIS PRINT COVERS CALENDAR ITEM NO. 8C

Port architectural staff, San Francisco Department of Public Works (SFDPW) Mechanical and Electrical Engineering staff, and the Port's as-needed consultants prepared the final construction documents for this project scope. The proposed scope of work includes construction of a required second exit from the second floor, an elevator for access to the second floor, new code compliant restrooms, new electrical, and mechanical heating systems, selective structural repairs under the deck for Pier 33 and a portion of Pier 35, and a new electrical service including metering and switchboard service upgrades for the entire Pier 33 shed, and the North and South bulkhead buildings. In addition, the proposed project will make exterior improvements to the Embarcadero and water side facades, including refurbishing of the windows, minor repairs and painting, and replacement of the former fire truck doors. The work will be conducted from the land and water. The work in the office and core areas of the bulkhead building will require all offices to be vacant. Port Real Estate staff is in the process of relocating the one remaining office tenant prior to start of the construction. The restaurant adjacent to the area of work will remain operational and construction work schedules will accommodate the restaurant hours of operation. The selected contractor will be required to install necessary protection measures around the restaurant operation.

The project will be advertised through the following channels:

- Human Rights Commission list of contractors
- Human Resources Outreach list of contractors
- Port Internet site
- City and County of San Francisco purchasing internet site
- Plan Rooms (Builders Exchange, Contractors Information Network, etc.) 18 total
- Newspapers (SF Examiner and Small Business Exchange)

Port staff will adhere to San Francisco Human Rights Commission (HRC) bidding procedures and requirements. The Human Rights Commission staff has reviewed the project scope and recommends a 23% subcontracting goal for Local Business Enterprises (LBE), including small and micro LBEs. Please refer to HRC email in Attachment B.

San Francisco Local Hiring Policy for Construction

The solicitation for bids for the project will include the requirements to hire locally in accordance with the City's Local Hiring Ordinance (known as the San Francisco Local Hiring Policy for Construction), which became effective on March 25, 2011. The mandatory participation level in terms of Project Work Hours within each trade to be performed by Local Residents is 20%, with a goal of no less than 10% of Project Work Hours within each trade to be performed by Disadvantaged Workers.

Regulatory Approvals

Port staff has secured all the required environmental and regulatory approvals for this project.

Funding

The project is fully funded from a combination of 2010 revenue bond proceeds and operating capital funds. The 10% contingency will be funded from these sources as well.

The engineer's estimate and funding source for this project are noted below:

Project Scope	Engineer's Estimate	Funding Source
Pier 33.5 Improvements (North Bulkhead)	$1,689,000	CPO 921Port Revenue Bond 2010
Selective Substructure Repairs to Pier 33 and Pier 35	$387,000	CPO 778 Pier Structures Repair Project, Phase II Fund
Electrical Metering and Switchboard Service Upgrades for Pier 33 Shed, and North and South Bulkhead Buildings	$628,854	CPO 761 Utilities Project Fund

Subtotal Engineer's Estimate:	$ 2,704,854
Add in 10% Contingency:	$ 270,485

Total Estimated Cost with contingency: $ 2,975,339

Port staff estimate that, upon project completion, the new leasable office spaces and the core areas in Pier 33.5 will generate approximately $16,500 per month in future revenue. The project costs allocable specifically to the leasable and core area improvements in Pier 33.5 are approximately $1,850,000. The period of time to recover the investment is approximately 9 years.

Schedule

The anticipated construction start date is April, 2012, and the anticipated completion date is November, 2012. The project schedule is noted below:

Commission Approval to Advertise	January, 2012
Advertise for Bid	February, 2012
Bids Due	March, 2012
Award of Contract	March, 2012
Notice to Proceed	April, 2012
Final Completion	November, 2012

Summary

Port staff is prepared to seek competitive bids for the subject project. Port staff requests Port Commission authorization to advertise for competitive bids for Contract No. 2743, Pier 33.5 Improvement Project.

Prepared by:	Wendy Proctor Project Architect
For:	Edward F. Byrne Chief Harbor Engineer

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-03

WHEREAS, Port staff is prepared to advertise and seek competitive bids for Contract No. 2743, Pier 33.5 Improvement Project (the "Project"); and

WHEREAS, The Project entails construction work that will provide appropriate and necessary repairs and upgrades relating to codes and electrical service for the Pier 33.5 Bulkhead; and

WHEREAS, Port architectural staff, San Francisco Department of Public Works (SFDPW) Engineering staff and Port's as-needed consultants have completed design drawings and specifications for these repairs and upgrades; and

WHEREAS, The current engineering construction cost estimate for the Project is $2,704,854; plus a 10% contingency of $270,485, for a total estimated cost of $2,975,339; and

WHEREAS, The estimated Project cost, including 10% contingency, is fully funded by proceeds of the Port's 2010 Revenue Bond, Pier Structures Repair Project, Phase II Fund, and Utilities Project Fund; and

WHEREAS, Port staff has secured all the required environmental and regulatory approvals for this Project; and

WHEREAS, The Project solicitation will include the requirements for the contractor to hire locally in accordance with the City's Local Hiring Ordinance (also known as the San Francisco Local Hiring Policy for Construction, Section 6.22(G) of the City Administrative Code), which became effective on March 25, 2011; and

WHEREAS, In the solicitation of bids for this Project, Port staff will incorporate the 23% subcontracting goal for Local Business Enterprises (LBEs), including small and micro LBEs, as recommended by the Human Rights Commission (HRC); now, therefore be it

RESOLVED, That the San Francisco Port Commission hereby authorizes Port staff to advertise for and accept competitive bids for Contract No. 2743, Pier 33.5 Improvement Project.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 20, 2012.

_____
Secretary

ATTACHMENT A

AREA OF WORK LOCATION MAP

CONTRACT 2743
PIER 33.5 IMPROVEMENT PROJECT

ATTACHMENT B

HRC LBE Goal Pier 33 Improvements
to:
Proctor, Wendy
12/06/2011
09:28 AM
From: "Jewell, Finbarr" <finbarr.jewell@sfgov.org>
To: "Proctor, Wendy" Cc: "Leung, Tim"

History: This message has been replied to.

Wendy, the HRC would like to set the LBE participation goal for the above listed project at 23%. If you think the LBE goal is acceptable please email me with your acceptance. I have listed below the breakdown of the LBE subcontractor Participation:

Pursuant to Sec. 14B.9 of the San Francisco Administrative Code, bidders are hereby advised that the availability of Minority Business Enterprises (MBE), Women Business Enterprise (WBE) and Other Business Enterprise (OBE) to perform subcontract work on this project is as follows 11.9% MBE, 1.5% WBE and 9.6%.
Regards,

Finbarr Jewell
Contract Compliance Officer
San Francisco Human Rights Commission
Pier 1, San Francisco
94111
phone: (415)
274-0511
fax: (415)
252-2550
http://www.s
f-hrc.org/

San Francisco Pier 33 - Alcatraz Island
San Francisco Pier 33 - Alcatraz Island
Pier 35
The Embarcadero
Alcatraz Cruises
Bay St
Bay St
Keamy St
Lincoln Highway
Chesnut and Keamy

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Informational presentation on San Francisco Municipal Transportation Agency (SFMTA) and Port of San Francisco (Port) Mission Bay on Street Parking Strategy and proposed amendments to Port Harbor Traffic Code allowing certain parking restrictions and installation of parking meters on improved Port streets east of Third Street between Mission and Islais Creeks

DIRECTOR'S RECOMMENDATION: No Action Required

OVERVIEW

Under the Burton Act and the Charter of the City and County of San Francisco, the Port Commission has responsibility for governing the waterfront properties within the Port's jurisdiction. The Board of Supervisors has delegated authority to the Port Commission to adopt a Harbor Code (Ordinance No. 40-69). The Port Commission previously adopted the Harbor Code and subsequent amendments to regulate the use of vehicles and impose traffic regulations on Port property. In particular, the Port Commission has used this authority to impose restricted or metered parking in certain areas within the Port's jurisdiction.

The SFMTA in partnership with the Port, has long planned to manage on-street parking in and around the Mission Bay neighborhood to prevent parking problems commonly found in San Francisco's dynamic mixed-use neighborhoods. The Port through coordination with the SFMTA manages on street parking in two ways, 1) through the use of parking meters and 2) through signage and parking restrictions that are time based. Parking meters are typically legislated and installed on Port streets as neighborhoods transition from primarily industrial land use to mixed land uses.

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The SFMTA coordinated with the Port to develop the Mission Bay on Street Parking Management Strategy[1]. The Parking Strategy includes areas depicted in Attachment A-Mission Bay On Street Parking Strategy Areas. The strategy includes 2 sub areas, the Mission Bay area (Port improved streets between Mission Creek – Mariposa Street, east of Third Street) and the Mission Bay buffer area (Port improved streets between Mariposa Street to 23rd Street, east of Third Street).

In addition, the Port analyzed and is recommending new regulations in a third sub-area on certain Port improved streets between 23rd Street and Islais Creek, east of Illinois Street (see Attachment B: Port Streets and Sub-areas).

The goals of managing parking in Mission Bay and Mission Bay Buffer areas are to:

- Improve access for visitors and residents by achieving an adequate level of parking availability;
- Reduce congestion, and improve air quality and transit reliability;
- Help the city achieve its transportation goals;
- Encourage the use of transit, walking, and biking;
- Provide funding that helps support the transit, walking, biking, street, and parking services provided by the SFMTA and the Port

Managing parking will help the SFMTA and Port achieve the transportation goals for the Mission Bay development, which was designed to be a transit-oriented, mixed-use neighborhood, as well as the surrounding areas which have grown and evolved.
A primary purpose to coordinate amongst the two agencies is for the consistency in the customer experience and understanding of the regulations and meter operations notwithstanding the jurisdictional boundaries. This strategy is largely based on the Port and SFMTA's SF*park* pilot program.

Better managing parking will deliver benefits for residents, merchants, and visitors. Many mixed-use neighborhoods have on-street parking availability problems, which cause issues for transit, commercial deliveries, cyclists, pedestrians, as well as drivers. This strategy will better manage current on-street parking demand and prevent new issues as Mission Bay development proceeds while giving motorists more parking options.

BACKGROUND

On street parking on Port streets has been managed and coordinated with the SFMTA for many years. As areas evolve, the Port and SFMTA have modified their on street parking management strategy. The following summarizes the recent parking management history for the Mission Bay area to date.

In November 2002, the SFMTA Board of Directors passed a resolution that established the Mission Bay redevelopment area as an on-street metered parking district, meaning that all on-street parking spaces in Mission Bay would be metered. In 2004, the Port

[1] See http://sfpark.org/resources/mission-bay-parking-management-strategy/

Commission approved amendments to its Harbor Code allowing certain restrictions and to install parking meters within certain Port Mission Bay Streets. In 2008, the Port Commission approved parking management through participation in the SFMTA, SF*park* program within much of this area. The key points of the parking strategy for Mission Bay and Mission Bay buffer areas as depicted in Attachment A are:

- Install new parking meters that accept credit cards at all on-street parking spaces within the metering district so that it is easy to pay.
- Initially operate meters from 9 a.m. to 11 p.m. from Monday through Sunday. Outside of Mission Bay, operate meters from 9 a.m. to 6 p.m. from Monday through Saturday consistent with SFMTA.
- Include the areas surrounding Mission Bay into the South Embarcadero/Mission Bay SF*park* pilot area and start rates at $0.25/hour. Moving forward, adjust those rates on a demand-responsive basis as part of the SF*park* pilot project.
- Establish four-hour time limits at meters immediately adjacent to commercial and recreational areas. In other locations, no time limits will be put on meters.
- Establish loading zones.
- Charge special event rates during special events (e.g., baseball games).

CONTEXT

The Mission Bay redevelopment area consists of 303 acres on the east side of San Francisco. The northern edge is less than one mile from downtown and the western edge borders the rapidly evolving Showplace Square, lower Potrero Hill, and Dogpatch mixed-use communities. Mission Bay is a transit-oriented, mixed-use neighborhood with residential, commercial, retail, healthcare, office, biotech, and academic uses all within one square mile. As of May 2011, approximately half of the parcels in Mission Bay have begun or completed construction. The remaining parcels are slated for development. Mission Bay was specifically designed to be a transit-first community to encourage employees, visitors, and residents to access the neighborhood without using an automobile. Rich transit service supports this goal, with several primary transit lines serving the area including the T-Third light rail line that runs along Third Street. Additional transit service improvements are scheduled for the area.

The scope of the Mission Bay parking management strategy includes the Mission Bay redevelopment area and its parking shed. The parking shed includes Mission Bay and surrounding areas within reasonable walking distance to neighborhood attractions. This strategy focuses on addressing parking demand generated within Mission Bay (AT&T Ballpark, UCSF campus, etc.) and nearby destinations such as the Caltrain Fourth Street Station and the California College of the Arts. (see Attachment A)

<u>Parking Supply</u>

The parking supply (both on-and off-street) in Mission Bay is growing as new streets and parcels are developed. Each major development is required to provide some off-street parking. Table 1 shows the amount and types of parking available as of September 2011 within the Mission Bay parking shed.

Table 1: Publicly available on-and off-street parking in Mission Bay, September 2011

Location	Parking Type						
	On-street metered	On-street free	Off-street paid	Off-street permit	Customer parking only	Off-street free	Total
Mission Bay proper	174	1,028	8,149	351	250	0	9,952
Mission Bay buffer	1,777	3,650	5,388	1,356	632	0	12,803
Total spaces	1,951	4,678	13,537	1,707	882	0	22,755

While the parking supply in the Mission Bay buffer area is relatively stable, the parking supply within Mission Bay proper is evolving. Presently, there are 9,952 total publicly available parking spaces in Mission Bay proper, 1,202 of which are on-street. At full build-out, in approximately 2025, 17,000 more off-street parking spaces will be added to the total.

Parking Demand

SFpark staff conducted occupancy surveys in July and August of 2010 and 2011 to measure demand for on-street parking. Each land use type (residential, commercial and academic/research, etc.) generates parking demand. The area has highly variable parking demand because of special events. In some areas on-street parking is little used while other areas have parking occupancies close to 100 percent for much of the day. Furthermore, with only half of the parcels fully developed, parking demand will grow as new parcels are completed.

As Mission Bay and its surrounding areas continue to develop, parking demand will increase. To meet the city's transportation goals, demand for this finite number of spaces must be managed carefully.

Existing Parking Management

Currently, most on-street parking within Mission Bay proper is unmetered and managed with two-hour time limits. These restrictions are in effect between 7am and 10pm every day. The purpose of these temporary time limits (put in place until the meters legislated in 2002 are installed) is to prevent patrons of AT&T Park from monopolizing the on-street parking in Mission Bay rather than parking off-street or taking transit to get to the ballpark. The majority of the streets in the Mission Bay buffer have no parking regulations except street cleaning. Portions of Mariposa and Illinois Streets have Giants game-day-only tow-away signs.

As a result of the current parking management approach, parking availability is extremely low on some streets, especially on weekdays. On other streets where parking

demand is managed by two-hour time limits, too few of the parking spaces are used, which is an inefficient use of the existing parking supply. A consequence of the current parking management is that motorists that want to park for longer periods double park or circle to find parking in the unregulated areas. This driving behavior is inconvenient, wastes fuel and time, and circling cars decrease safety for pedestrians and cyclists and reduces Muni reliability because of congestion.

Proposed Parking Management Strategy

The on street parking strategies are organized into three sub areas, including within 1) Mission Bay and the Port's Sea Wall Lot 337 area; 2) the area identified as the Mission Bay buffer; and 3) the area south of 23rd Street. (See Attachment B a map depicting streets within the Port's jurisdiction east of Third Street and Attachment C, a table identifying proposed parking restrictions by Port street section).

Mission Bay Proper

- Install new parking meters that accept credit cards for all on-street parking spaces within the metering district so that it is easy to pay. This will result in approximately 760 newly metered spaces in SFMTA jurisdiction, and approximately 440 newly metered spaces in Port jurisdiction.
- Operate meters from 9 a.m. to 11 p.m. from Monday through Sunday.
- Start rates at $1.25/hour from 9AM-7PM and $0.50/hour from 7PM-11PM and adjust those rates on a demand-responsive basis as part of the SFpark pilot project. The SFMTA will start rates at meters in its jurisdiction at $0.25/hour.
- Four-hour time limits at meters in areas immediately adjacent to recreational and commercial areas. In other locations, no time limits will be put on meters.
- During special events meters will have special event rates as part of the SFpark pilot project. The Port and SFMTA's policies for special event pricing are included as Attachment D and can be found at sfpark.org/rates.
- Allow prepayment at meters so users can pay for parking ahead of the start time of the meter (and the meter remains free until the scheduled start time).

Mission Bay Buffer

Managing parking within Mission Bay proper may cause parking demand to spill over onto unmanaged parking supply on adjacent streets, most of which already have very high parking occupancy. The availability of free unrestricted parking encourages those traveling to the Mission Bay area to drive, increasing parking demand to levels that outstrip supply and cause issues for neighborhood residents, visitors and the local workforce The following strategies will address parking demand in those areas, whether caused by Mission Bay or other significant trip generators within the parking shed:

- Install new parking meters that accept credit cards at most adjacent on-street spaces so that it is easy to pay.
- Operate meters from 9 a.m. to 6 p.m. Monday through Saturday, consistent with meter operating hours in the Showplace Square area.
- Port streets begin rates at $0.25/hour. Rates will be adjusted on a demand-responsive basis as part of the SFpark pilot project, with a maximum rate of $0.50/hour for the first 12 months on Port streets.

- No time limits on meters.
- During special events, meters within the ballpark area will have special event rates as part of the SFpark pilot project.
- Allow prepayment at meters so users can pay for parking ahead of the start time of the meter (and the meter remains free until the meter's scheduled start time).

South of 23rd Street

The area south of 23rd Street is primarily industrial and, because of this use, installation of meters is not appropriate at this time. The Port continues to have problems with long term vehicle parking and in some cases vehicle storage and abandonment. Some of these issues impact access to Port open spaces and in some cases impact Port tenant security. In addition, as there is likely to be a spillover effect on parking directly adjacent to the Mission Bay area, there is likely to be some spillover effect on the area south of 23rd Street.

- The following generally describes the parking restrictions proposed:
- 24th Street – north side: Everyday 2–hour parking 7AM-10PM; No Parking 12:01AM-6AM
- 24th Street – south side: Everyday: No Parking 12:01AM-6AM
- All streets south of 24th Street - Everyday: No Parking 12:01-6AM

Two areas exist where the Port's proposed legislation does not align with the SFMTA, including: 1) starting the hourly rate at $1.25/hour during the day and $0.50/hour in the evening within the Mission Bay area; and 2) for the Mission Bay buffer area meters, establishing a maximum rate of $0.50/hour for the first 12 months.

The SFMTA would prefer the Port to start rates at parking meters in Mission Bay at $0.25/hour as opposed to $1.25/hour. This starting rate will match the SFMTA's proposed rates, and will support having consistent parking meters in the area regardless of jurisdiction.

The SFMTA also prefers the Port to not implement a rate cap of $0.50/hour for any period of time. This cap is inconsistent with the SF*park* approach to parking management, which is the use of demand-responsive rate changes to achieve an adequate level of parking availability.

Port staff recommends initiating a starting rate within Mission Bay at $1.25/hour during the day and $0.50/hour in the evening based upon current demand at existing nearby meters. In addition, for the Mission Bay Buffer area, south of Mariposa Street, capping the rate at $0.50/hour for 12 months is proposed to address the concerns of minimum wage earners within an industrial area and to allow a softer transition period from where currently no existing parking regulations exist to the installation of meters and restrictions. While there will be varying rates within the sub-areas, the variation is likely to only occur for 8 months due to demand responsive pricing.

It should be noted that for areas within both the Mission Bay and Mission Bay buffer area, the Port will legislate parking restrictions consistent with Port standard regulations,

everyday 7am -11pm, but to provide consistency with MTA and recognizing the industrial nature of some of the buffer area, the Port will initially implement the SFMTA's hours of operation where it installs meters.

COST

The capital costs for the meter installation is approximately $244,000. A preliminary estimate for operating cost is estimated at $12,000/month, with a revenue forecast of approximately $31,000/month. Recognizing there is an approximately 3 month start-up period, it is expected the investment will be returned in approximately 16 months. The Port's operating budget for FY 2011-2012 and FY 2012-2013 includes funding for this proposal.

PUBLIC OUTREACH

The parking management strategy was developed with input from community stakeholders. The SFMTA, Port and SFRA began developing the strategy in 2010 and has presented the Management Strategy at several meetings throughout 2010 and 2011. The meetings allowed SFMTA and Port staff to hear concerns and revise the strategy where appropriate, based upon comments received. In addition, the SFMTA and Port reviewed the strategy with Supervisors Malia Cohen and Jane Kim. Some of the key stakeholders that were involved in the outreach include:

- Mission Bay Citizens Advisory Committee
- Port Central Waterfront Advisory Group
- Dogpatch Neighborhood Association
- Potrero Hill Association of Merchants and Businesses
- Potrero Hill Boosters
- San Francisco Giants
- South Beach Mission Bay Business Association
- South Beach Mission Bay Neighborhood Association
- South Beach Rincon Hill Citizens Advisory Committee
- South of Market Merchants
- South Park Improvement Association
- UCSF- Mission Bay
- Radiance Homeowners Association
- California College of the Arts
- Mission Bay Transportation Management Association
- American Industrial Center Owner and Tenants

NEXT STEPS

Port staff plans to request approval from the Port Commission to amend the Port Harbor Traffic Code in February 2012 to support this on-street parking strategy. If approved, the Port and SFMTA will begin installing meters in the spring within the Mission Bay area and then phase additional meters in the buffer area later in 2012 and 2013.

Approximately one year after implementing parking management in Mission Bay area, the SFMTA and Port will evaluate its effectiveness and propose adjustments to the Port Commission and SFMTA Board, if any are recommended. The evaluation will utilize

data from SFpark sensors and surveys, as well as other data typically used by SFMTA to evaluate parking management.

Prepared by: David Beaupre
Senior Waterfront Planner
Planning and Development

David Rosales
Management Assistant
Real Estate

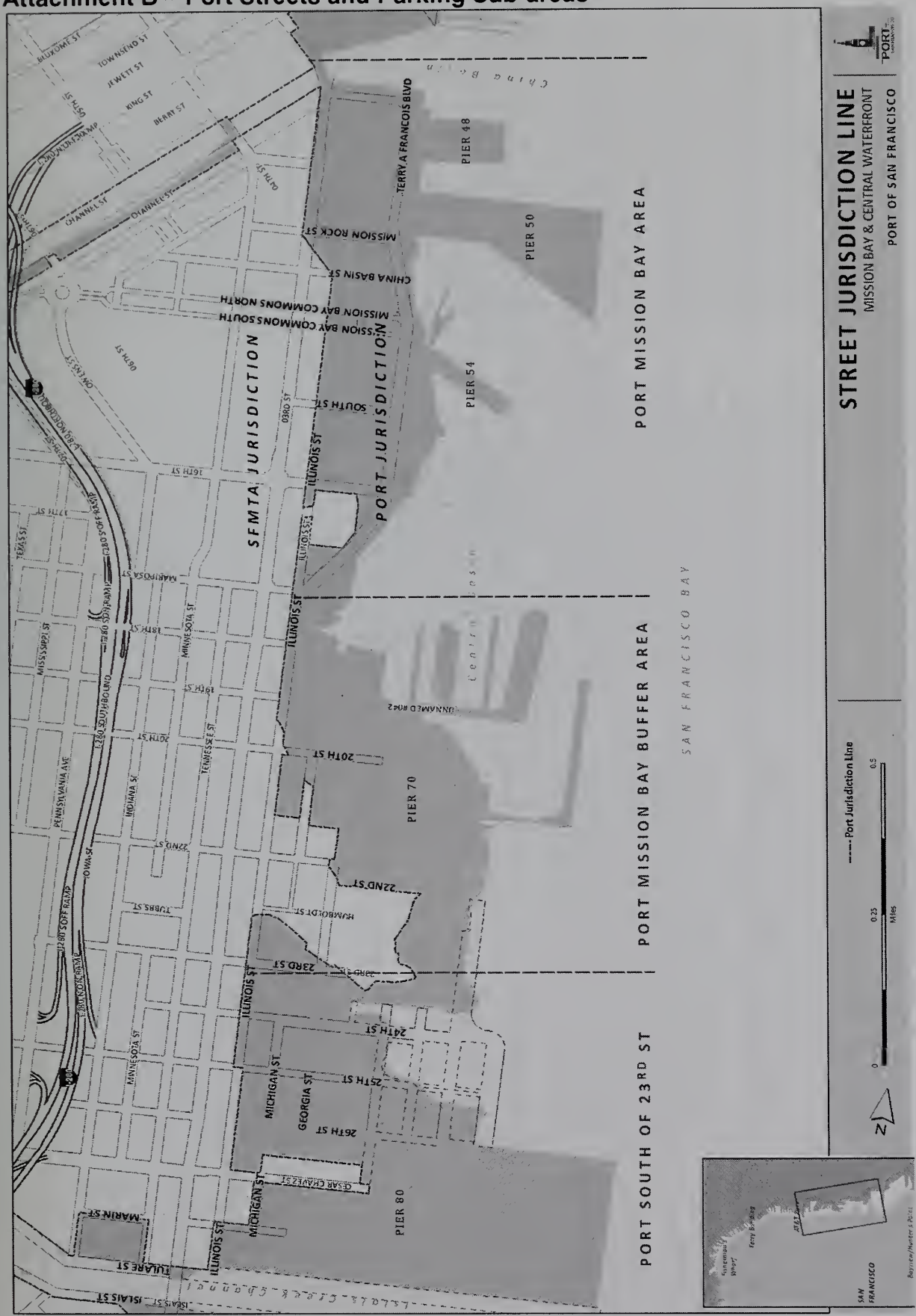
For: Elaine Forbes
Deputy Director
Finance and Administration

Attachments

A: Map Illustrating on Street Parking Management study area
B: Map illustrating streets within Port's jurisdiction east of Third Street between Mission and Islais Creeks
C: Table listing proposed Port streets regulations
D: Special Event Parking Rate

Attachment A - Mission Bay On Street Parking Management Study Areas

Attachment B – Port Streets and Parking Sub-areas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MISSION BAY & CENTRAL WATERFRONT
PORT OF SAN FRANCISCO
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PORT JURISDICTION
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PORT MISSION BAY BUFFER AREA
PORT SOUTH OF 23RD ST
SAN FRANCISCO BAY
China Basin
Islais Creek Channel
PIER 48
PIER 50
PIER 54
PIER 70
PIER 80
TERRY A FRANCOIS BLVD
MISSION ROCK ST
CHINA BASIN ST
MISSION BAY COMMONS SOUTH
MISSION BAY COMMONS NORTH
SOUTH ST
ILLINOIS ST
20TH ST
22ND ST
23RD ST
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Attachment C- Existing and Proposed Parking Restrictions by Street Section

Street Name/Section	Existing Conditions	Proposed Port Harbor Code Amendments (Meters will have no time limits, except as noted[i])	Initial Port Regulations[ii] (1 year minimum from installation of meter)
Terry Francois Blvd Third Street to Pier 48	Everyday: Meters 7AM-11PM unlimited time no parking 2AM -6AM:	Everyday: Metered 7AM–11PM No Parking 2AM-6AM	Everyday: Metered 9AM–11PM No Parking 2AM -6AM
Terry Francois Blvd Pier 48 to Illinois St.	Everyday: 2-hour time limits 7AM-10 PM No Parking: 2AM–6AM	Everyday: Metered 7AM–11PM No Parking 2AM-6AM	Everyday: Metered 7AM–11PM[iii] No Parking 2AM-6AM
Mission Rock Street	Everyday: 2-hour time limits 7AM-10 PM No Parking: 2AM–6AM	Everyday: Metered 7AM–11PM No parking 2AM-6AM	Everyday: Metered 9AM–11PM (No Parking for street cleaning: time TBD)
China Basin Street	Everyday: 2-hour time limits 7AM-10 PM No Parking: 2AM–6AM	Everyday: Metered 7AM–11PM	Everyday: Metered 9AM–11PM (No Parking for street cleaning: time TBD)
Mission Bay Commons - North	Everyday: 2-hour time limits 7AM-10 PM No Parking: 2AM–6AM	Everyday: Metered 7AM–11PM	Everyday: Metered 9AM–11PM (No Parking for street cleaning: time TBD)
Mission Bay Commons - South	Everyday: 2-hour time limits 7AM-10 PM No Parking: 2AM–6AM	Everyday: Metered 7AM–11PM	Everyday: Metered 9AM –11PM (No Parking for street cleaning: time TBD)
16th Street	Not Constructed Yet	Everyday: Metered 7AM–11PM No Parking 2AM -6AM:	Everyday: Metered Everyday 9AM–11PM No Parking 2AM-6AM
20th Street	Everyday: No Parking 12:01AM-5:00 AM	Everyday: Metered 7AM –11PM No Parking 12:01AM-5AM	Everyday: Metered Mon.- Sat. 9AM–6PM No Parking 12:01 AM–5AM
23rd Street	Everyday: No Parking 12:01 AM-6:01 AM	Everyday: Metered 7AM –11PM No Parking 12:01AM-6AM	Everyday: Metered Mon.- Sat. 9AM–6PM No Parking 2AM–6AM
24th Street (north side)	No Regulations	Everyday: 2-hour parking 7AM-10PM No Parking 12:01AM–6AM	Everyday: 2-hour parking 7AM -10PM No Parking 12:01AM–6AM Everyday
24th Street (south side)	No Regulations	Everyday: 2-hour parking 7AM-10PM No Parking 12:01AM–6AM	Everyday: No Parking 12:01AM – 6AM
25th Street	Everyday: No Parking 12:01AM- 6:01 AM	Everyday: No Parking 12:01 AM-6AM	Everyday: No Parking 12:01 AM-6:01 AM
Cesar Chavez Street	Everyday: No Parking 12:01AM- 6:01 AM	Everyday: No Parking 12:01 AM-6AM	Everyday: No Parking 12:01 AM-6:01 AM
Illinois Street (16th – Mariposa)	Everyday: 2-hour time limits 7am-10 PM , No parking West side Mon. 12:01AM–6:00AM No Parking East Site Wed. 12:01-6:00AM	Everyday: Metered 7AM–11PM No Parking W. Side Mon.12:01AM–6AM; E. Side Wed. 12:01AM-6AM	Everyday: Metered 9AM–11PM No Parking West Side Mon. 12:01AM–6AM No Parking East Side Wed. 12:01-6AM
Illinois Street (Mariposa – 20th)	No Parking West side Mon. 12:01AM–6:00AM No Parking East Site Wed. 12:01 -6:00AM	Metered Mon.- Sat. 7AM–11PM No Parking W. Side Mon.12:01AM–6:00AM E. Side Wed. 12:01 -6AM	Metered Mon.- Sat. 9AM – 6PM No Parking West Side Mon. 12:01AM–6:00AM No Parking East Site Wed. 12:01-6AM
Illinois Street 22nd – 23rd	No parking West Side Mon. 12:01AM–6:00AM No Parking East Site Wed. 12:01 -6:00AM	Metered Mon.- Sat. 7AM–11PM No Parking W. Side Mon.12:01AM–6:00AM; E. Side Wed. 12:01-6AM	Metered Mon.- Sat. 9AM–6PM No Parking W. Side Mon.12:01AM–6AM; E. Side Wed. 12:01-6AM
Illinois Street 23nd – 25th	No parking West Side Mon. 12:01AM–6:00AM No Parking East Side Wed. 12:01 -6:00AM	Everyday: No Parking 12:01AM-6AM	No Parking West side Mon.12:01AM–6AM; East Side Wed. 12:01-6AM
Michigan Street 25th- Cesar Chavez	No Regulations	Everyday: No Parking 12:01AM-6AM	Everyday: No Parking 12:01AM – 6AM
Michigan Street Marin – Cesar Chavez	Everyday: No Parking 12:01 AM-6:01 AM	Everyday: No Parking 12:01 AM-6:01 AM	Everyday: No Parking 12:01AM – 6AM

Marin Street	Everyday: No Parking 12:01AM–6:00 AM	Everyday: No Parking12:01AM – 6:00 AM	Everyday: No Parking12:01AM – 6:00 AM

[i] 4 - hour time limits will be posted adjacent to certain commercial areas and shoreline open spaces

[ii] Parking meter installation will be phased beginning in Mission Bay and transitioning south, regulations where meters will not be installed initially will remain as they exist today except where noted.

[iii] Meters will be installed along Terry Francois Boulevard where sidewalks exist, where sidewalks don't exist, existing regulations will continue in place (2 hour parking 7am -10 everyday, no parking 2am -6:00 am, until meters can be installed)

Attachment D: Special Event Parking Policy and Pricing

Special event pricing: general policy overview

This document describes how the SFMTA will adjust parking meter rates for special event parking in SF*park* special event pricing areas during the pilot period. As part of the SF*park*, the SFMTA will use demand-responsive pricing for special event parking to better achieve parking space availability targets during special events. SF*park*'s enabling legislation allows special event pricing in three SF*park* pilot areas: South Embarcadero, Civic Center, and Fillmore. In these areas, special event pricing will apply only to parking spaces managed by SF*park*.

In order to achieve availability targets of 10 to 35 percent, SFMTA staff will periodically evaluate parking availability during special events to determine how to adjust special event rates and time periods. In evaluating the parking sensor data, staff will use the following guidelines to determine special events price changes:

- When availability is less than 10 percent, the hourly rate will be raised by $0.50.
- When availability is 10-35 percent, the hourly rate will not be changed.
- When availability is greater than 35 percent, the hourly rate will be lowered by $0.50.

Depending on the demand for parking, as determined by parking sensor data, staff may vary parking rates by block. This means that some blocks may have different parking rates than others during special events.

Initial implementation: South Embarcadero pilot area

Initial implementation of special event pricing will occur during San Francisco Giants ballgames in the South Embarcadero pilot area. Special event prices will begin at $5.00 per hour at SF*park* smart parking meters south of Bryant Street and $4.00 per hour at smart parking meters north of Bryant Street. This document summarizes rates for on-street general metered parking during weekday and weekend games and other special events for which the Port charges special event pricing, as well as how SF*park* meters will be expanded throughout the South Embarcadero pilot area to help make special event pricing more effective.

Initial SF*park* meter rates during special events will match rates set by the Port of San Francisco at the metered spaces under Port jurisdiction along the waterfront to avoid price disparities and confusing customers. Currently, the Port charges special event pricing at its parking meters along the Embarcadero and select side streets from Bryant Street to 2nd and King Streets at a rate of $5.00 per hour and from Harrison Street to Bryant Street at a rate of $4.00 per hour. Because SF*park*'s South Embarcadero pilot area extends to Folsom Street, the SFMTA will coordinate with the Port prior to implementation to potentially activate the Port's special event pricing to at least Folsom Street as well.

As described in more detail below, the SF*park* South Embarcadero special event pricing area will be divided into two zones. Future rate changes will be determined by periodic analysis of parking availability during special events. As in other SF*park* areas, prices will increase or decrease depending on how well special event parking spaces match availability targets. All rate changes will be coordinated with the Port to create a coherent special event parking management strategy.

Affected events

The SFMTA will begin special event pricing for San Francisco Giants home baseball games and other events in early 2012. Given current SFMTA meter operating hours, special event rates will be relevant for only those regular season home games which are day games when special event pricing will apply for the entire length of the games. The SFMTA will also coordinate with the Port to apply special event pricing during other events in the South Embarcadero pilot area, such as Fleet Week and Opera at the Ballpark.

Although the initial test of special event pricing will address events in the South Embarcadero area, the SFMTA will evaluate what other events in designated areas may be appropriate for special event pricing.

Implementation plan

Staff will coordinate with IPS and Duncan, the current vendors of parking meters used in SF*park* areas, to create special event pricing meter configurations and implement them on schedule. The existing MacKay single space meters will not support special event pricing. The special event pricing area will be separated into two zones based on:

- Proximity to Port parking spaces
- Distance from the ballpark
- Present and future locations of SF*park* meters (i.e., meters that support special event pricing)

Special event pricing will only apply to general metered parking smart parking meters; this excludes commercial loading zones and short term parking (30 minutes or less). Based on new meter installation schedules and meter replacement plans, the two special event pricing zones will eventually expand to fill the entire South Embarcadero pilot area. Details of this process can be found in the "Expansion Plan" section below.

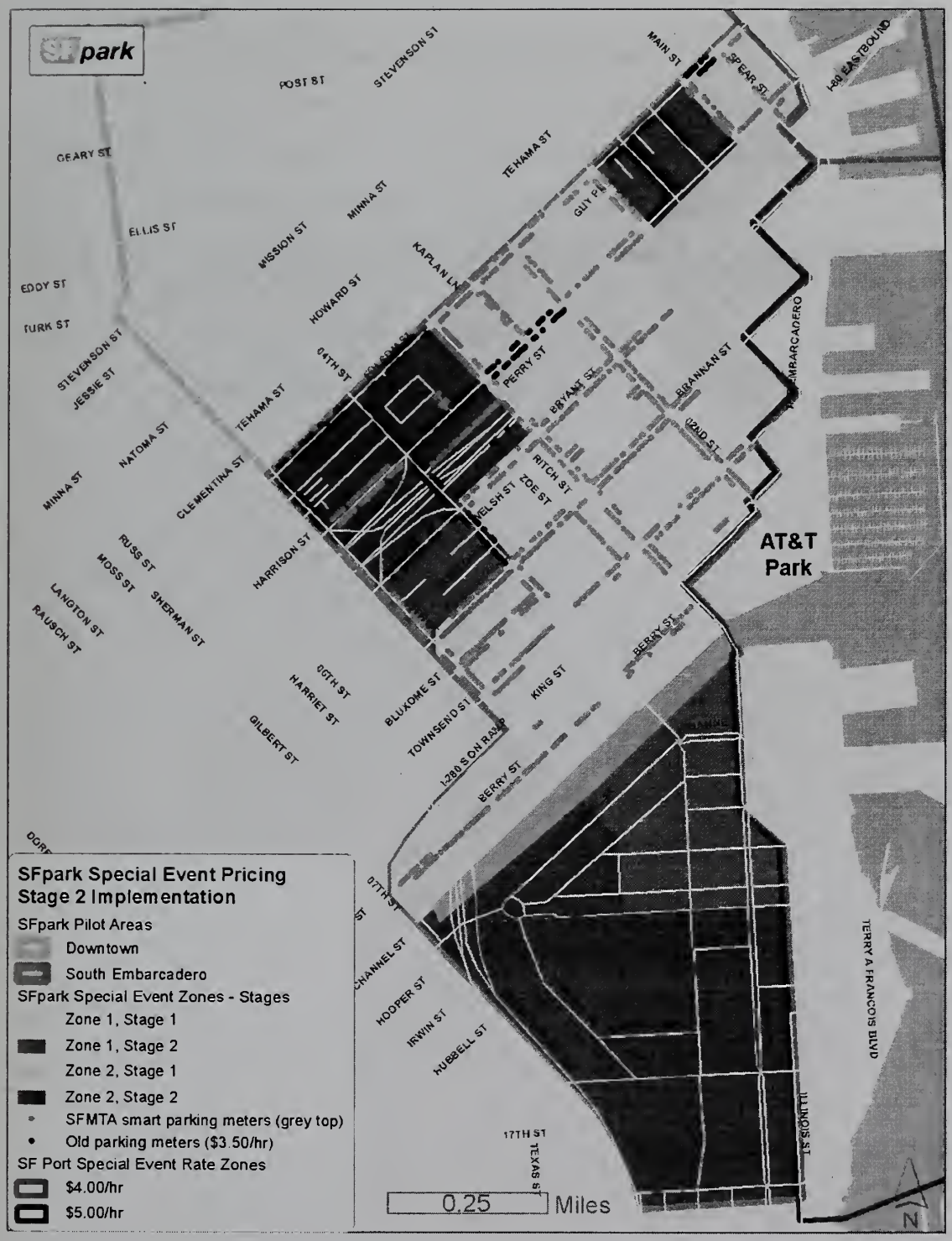
As seen in the following map[1], the initial special event pricing zones will center on SF*park*'s smart parking meters. Initial rates will match the Port of San Francisco's special event prices: Prices in zone 1 (below

[1] Note: the maps in this document show SFMTA smart parking meters that are currently installed as of April 2011 and those that will be installed by summer 2011.

Bryant Street) will match what the Port charges for special event pricing at its meters from Bryant Street to 2nd and King Streets ($5.00 per hour), and prices in zone 2 (above Bryant Street) will match the Port's $4.00 per hour special event rate at its meters between Bryant and Folsom Streets

Second stage expansion

Expansion of special event pricing in the South Embarcadero area will take place in stages as new SF*park* meters replace existing meters. As shown in the map below, stage 2 of zone 2 will expand special event pricing throughout the South Embarcadero pilot area north of Bryant Street. Further expansion of special event pricing into Mission Bay will be developed in conjunction with SFMTA's metering and pricing plan for this area. Staff anticipates installation of new smart parking meters, including replacements for the remaining existing single space meters, to be completed by early 2012.


SFpark
POST ST
STEVENSON ST
MAIN ST
SPEAR ST
I-80 EASTBOUND
GEARY ST
TEHAMA ST
GUY PL
ELLIS ST
MISSION ST
MINNA ST
KAPLAN LN
EDDY ST
HOWARD ST
TURK ST
STEVENSON ST
JESSIE ST
6TH ST
PERRY ST
BRYANT ST
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NATOMA ST
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AT&T Park
RUSS ST
MOSS ST
SHERMAN ST
HARRISON ST
LANGTON ST
RAUSCH ST
BERRY ST
9TH ST
HARRIET ST
BLUXOME ST
KING ST
GILBERT ST
TOWNSEND ST
I-280 S ON RAMP
BERRY ST
7TH ST
CHANNEL ST
HOOPER ST
IRWIN ST
HUBBELL ST
TERRY A FRANCOIS BLVD
ILLINOIS ST
17TH ST
TEXAS ST
0.25 Miles
N
SFpark Special Event Pricing
Stage 2 Implementation
SFpark Pilot Areas
Downtown
South Embarcadero
SFpark Special Event Zones - Stages
Zone 1, Stage 1
Zone 1, Stage 2
Zone 2, Stage 1
Zone 2, Stage 2
SFMTA smart parking meters (grey top)
Old parking meters ($3.50/hr)
SF Port Special Event Rate Zones
$4.00/hr
$5.00/hr

Schedule

Winter 2011	Procurement of replacement meters for MacKays Finish installation of replacement meters at existing parking meters
Early 2012	Implement stage 1 rate zones and prices at events near ballpark
April 2012	Implement stage 1 rate zones and prices for Giants season
May 2012	Evaluate parking availability data and prepare second price adjustment (if necessary) Second price change (if necessary)
June 2012	Evaluate effectiveness of special event pricing policies

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Informational presentation on responses to the request for proposals for the lease, rehabilitation, and development of the 20th Street Historic Buildings within the 69-acre Pier 70 site, located near the intersection of 20th Street and Illinois Street.

DIRECTOR'S RECOMMENDATION: Informational Only – No Action Required

Summary

The 20th Street Historic Buildings are six buildings on or near 20th Street at Pier 70. These historic resources, some dating to the 1880s, are in need of substantial investment to return to active use, likely through a private/partnership. Following an extensive outreach process to attract interest, on October 4, 2011, the Port invited ten parties to submit proposals for this development opportunity.

On December 2, 2011, the Port received responses to the Request for Proposals (RFP) for the 20th Street Historic Buildings from the following parties:

- CULTURESTRUCTURE Partners LLC, a to-be-formed partnership of Development Advisory Services, Inc. (DAS) and NCA Real Estate (NCA)
- Equity Community Builders, LLC (ECB), Build Inc., UP (a non-profit formed by Build, Inc.)
- Orton Development Inc.
- Placeworks, LLC

This Staff Report refers to these respondents as: Culturestructure, ECB/UP, Orton, and Placeworks for ease of reference.

This Print Covers Calendar Item No. 9B

This Staff Report begins the process of reviewing these proposals. Attached are each developers' proposal summary. The responses also included financial and technical information to support the proposal. The developer selection process will proceed to the next step of interviews, financial and reference checks, and a technical panel review of the four submittals. These steps can lead to a Port Commission action to enter into exclusive negotiations, not an approval of a development project, which may come much later.

20th Street Historic Buildings

The 20th Street buildings form the historic core of Pier 70 as shown in Exhibit A. The buildings themselves evoke an era when even industrial buildings were constructed as near-cathedrals: the enormous Union Iron Works (UIW) Machine Shop, built in 1885-86 has a 60' interior height, building-length skylights and row-upon-row of high arched windows down the entire façade. Its companion building is the UIW Office Building, a Renaissance Revival structure built in 1896, with rounded porticos, two-story arched windows, and a copper "headband" topping its façade. Both of these are unreinforced masonry structures and red-tagged at present.

Two Classical Revival buildings constructed by the 1905 successor to UIW, Bethlehem Steel, at the height of the City Beautiful Movement, are appointed in hardwoods, marble, brass, and elegant tile. The Administration Building, finished in 1917, was built at the corner of 20th and Illinois Streets as the grand entry to the shipyard. Next to it is the Power House, built five years earlier – a Beaux Arts structure housing four large air compressors.

The final two structures are a metal-clad foundry-and-warehouse dating from 1916, with unusual windows and monitor skylights and a basic heavy warehouse, dated to 1941.

These six buildings and adjacent yard areas are termed the "20th Street Historic Buildings":

1. Bethlehem Steel Office Building – Building 101
2. Powerhouse – Building 102
3. Union Iron Works Office Building – Building 104
4. Union Iron Works Machine Shop – Building 113/114
5. Union Iron Works Foundry – Building 115/116
6. Heavy Warehouse – Building 14

In total, these buildings have over 250,000 square feet of building space with potential in some cases, for additional mezzanine construction.

First Step: Request for Interest

The Port, policy makers and the community have invested substantial time and thought to create the Pier 70 Preferred Master Plan ("Master Plan") to structure the revitalization of this extraordinary area of the waterfront. The Master Plan vision retains the ship repair operations, preserves the historic buildings, creates new waterfront parks, and defines opportunities for new development. On May 11, 2010, the Port Commission endorsed the vision, goals, objectives, and design criteria of the Master Plan and authorized a two-track developer solicitation process to attract private investment to Pier 70 (Resolution 10-27). One track being the 20th Street Historic Buildings solicitation.

The other effort was a developer solicitation for 25 acres at the eastern edge of Pier 70, primarily for job-focused, office and/or biotech purposes. Following a competitive development solicitation process, on July 8, 2011, the Port Commission approved an exclusive negotiation agreement with Forest City Development California, Inc. for the 25 acre site. The Port expects Forest City and the developer of the 20th Street Historic Buildings to collaborate with each other and the Port to realize the Master Plan vision.

The 20th Street Historic Buildings developer solicitation began with a Request for Interest (RFI) seeking statements of interest in building reuse from developers and/or users. At the RFI stage, the Port did not require respondents to provide identified capital sources or rehabilitation plans. Given the complexities and costs of rehabilitating these buildings, the Port's goal was to encourage interest and have a simple means for parties to present ideas. After review of the statements of interest, the Port Commission had the option to determine which, if any, parties to ask to make proposals.

The RFI for the 20th Street Historic Buildings was released on February 16, 2011. Extensive outreach to the wider San Francisco and Bay Area community of the Pier 70 RFI development opportunity was undertaken. This outreach involved contacting individuals, developers, institutions, corporations, not-for-profit foundations and other entities, schools, medical institutions, institutions of higher education, and City and County of San Francisco agencies whose mission or commercial interest might fit the goals of the Master Plan for a mix of arts, technology, education, and community benefit uses. These efforts included newspaper notices in citywide and neighborhood papers, email notices to parties that had expressed interest in Pier 70, direct outreach to potential users or developers, and presentations to business and civic organizations. To show these buildings, between February and September 2011, Port staff conducted 18 tours that were attended by 176 people, representing 80 organizations.

Interested Expressed warranted RFP

The RFI, as issued, encouraged responses by June 1, 2011. On June 1, 2011, the Port received 13 responses. On August 17, 2011, in accordance with Port Commission direction, the Port amended the RFI to state: "Only respondents who submit timely and complete RFI applications shall be eligible to participate in a subsequent Request for Proposals (RFP) process". The response deadline was revised to September 23, 2011.

In total, the Port received 15 responses to the RFI. Three respondents were not real estate related (programs or professional services). Three respondents focused on specific buildings: ArtSpace Projects (101 and 104), Circus Center (115/116), and Placeworks (14) and nine respondents expressed interest in being the developer of all six buildings. Two respondents (Wilcox-Block and Pacific Waterfront Partners) did not provide a complete response to the RFI. Based on the strong response to the RFI, the Port proceeded with an invitation-only RFP for this opportunity.

The following parties were invited to respond to the RFP:

1. Artspace Projects, Inc.
2. Build Inc. and the Urban Land Conservancy
3. Circus Center
4. Development Advisory Services
5. Equity Community Builders
6. Forest City Development California, Inc.
7. Kidson Land Company LLC.
8. Merchant Equity Group
9. Orton Development, Inc.
10. Placeworks LLC.

Of the invited developers who did not respond to the RFP, ArtSpace and Circus Center expressed continuing interest in Pier 70, in a different role than as a 20th Street developer. Kidson, Merchant, and Forest City elected not to respond after reviewing the RFP and their firm's business aims.

Key Terms of the October 4, 2011 RFP

The RFP seeks a developer to rehabilitate one or more of the 20th Street Historic Buildings under a development agreement and long-term lease consistent with the Port's Master Plan. The selected developer will be expected, among other things, to remedy structural deficiencies, replace or repair mechanical, electrical and plumbing systems, and construct any other improvement needed to meet Building Code requirements.

To the extent possible, the Port seeks to rehabilitate these buildings with private sector investment. The negotiated transaction will be at fair market rent considering the required investment. Similarly, the lease term will be appropriate for the proposed uses, capital investment, and market conditions, not to exceed 66 years in length. All rehabilitation work must be consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties ("Secretary's Standards"), as each of the 20th Street Historic Buildings are contributing resources to the eligible Pier 70 National Register Historic District.

Rather than a detailed proposal, the RFP calls for a proposed "Rehabilitation Concept". "Rehabilitation Concept" as used in the RFP includes the proposed building rehabilitation and use of one, some, or all of the 20th Street Historic Buildings, as well as a preliminary financing strategy. Rehabilitation Concepts may include one, some or all of the buildings offered. The Port Commission reserves the right to award the buildings as a single project, group the buildings into two or more projects, or not award any of the buildings. If separated into multiple projects, the Port Commission also reserves the right to select more than one respondent based on this RFP (but no more than one per building group).

Port's Development Objectives

- Activities that promote public use and appreciation of the waterfront and provide an active entrance to Pier 70.
- Project concepts that can secure the needed financial investment to rehabilitate and revive these grand historic structures in the near term.
- Adaptive reuse consistent with the Secretary Standards.
- For the UIW Machine Shop (Building 113/114), a publicly-oriented use that activates Pier 70 and 20th Street.

- Adaptive reuse programs and activities that promote an understanding of the site's history, significance, and function through a program of coordinated interpretive exhibits.
- Destination uses that help knit Pier 70 into the eastern neighborhoods of San Francisco and bring people to the Bay's edge.
- Sustainable development program that minimizes reliance on automobiles, uses energy efficiently and, as possible, includes alternative energy sources.
- Business and employment opportunities for local workers and businesses during the design, construction and operation phases of the rehabilitated buildings.

Encouraged Land Uses and Activities

- Educational and institutional uses bringing the public, students and clients to activate 20th Street.
- Light industrial uses, including production, distribution, repair, warehousing, manufacturing, and art-related uses such as studios and exhibit spaces.
- Museum space or other types of exhibition space, such as film, music, or performance art, that preserves and makes open to the public the vast interiors of the Pier 70 industrial structures as a valued public amenity.
- Office, biotech, and research and development uses that support adaptive reuse.
- Restaurants, visitor-serving commercial, entertainment, and cultural uses that enhance the public nature of Pier 70.

Submittal Requirements

There were four components to the required submittal.

1. A "Summary" that introduces the Respondent and describes the Rehabilitation Concept proposed. Copies of these summaries are attached to this Staff Report.
2. A "Technical Information" submittal including developer team definition, developer qualifications, and conceptual pro-forma and expected sources of funds.
3. A "Confidential Financial Materials" submittal and financial disclosure questionnaire.
4. A $5,000 earnest money deposit.

The RFP did not require detailed rehabilitation plans or a binding economic proposal. It asked for a Rehabilitation Concept, including a conceptual financial structure, and demonstration of qualifications and financial capacity to do the project. After selecting a developer, the project definition and business terms will be negotiated between the Port and developer after further due diligence regarding project costs, entitlements, and other parameters. As these aspects are negotiated, Port staff will present them to the Port Commission for review, comment and direction by the Port Commissioners and the public.

Evaluation Criteria

Developer Qualifications (30 Points)

a) Successful track record of the Respondent (including joint venture partners) and the development team in successfully rehabilitating, developing, and operating facilities similar to the proposed project.
b) Experience with historic preservation projects, in particular with meeting the Secretary Standards.
c) Experience with complex projects in identifying and securing target tenants, defining the rehabilitation scope, structuring the transactions, securing necessary approvals, and managing the construction process.
d) Demonstrated ability to operate and maintain real estate projects once completed, including sustaining occupancy and addressing on-going operational needs.
e) Proven ability to work with public agencies, to achieve development desired by the public sector.
f) Sufficient staff and consultant resources to meet the project objectives.
g) Track record of local hiring and participation of locally owned businesses in prior projects.
h) Demonstrated ability to work with local organizations and/or address community concerns.
i) Demonstrated understanding, ability, and flexibility to obtain key approvals and community support in a complex political and regulatory context.

Financial Capacity (25 points)

Proven ability of developer to possess or attract equity and debt capital for projects similar in scope and cost to the proposed Rehabilitation Concept as evidenced by:

a) financing of comparable projects,
b) access to sufficient debt and equity, including at risk equity, for the project proposed,
c) ability to offer guarantees or bonding arrangements to ensure timely completion of the proposed project,
d) on-going relationships with financial sources.

Rehabilitation Concept (20 points)

a) Consistency of proposed Rehabilitation Concept with the Port's objectives for the 20th Street Historic Buildings.
b) Fit of proposed use with other uses identified in the Master Plan for 20th Street and other portions of Pier 70.

Feasibility (25 points)

Determining if the proposed Rehabilitation Concept is feasible includes assessing the likelihood of Respondent and its concept meeting the Port's Objectives in an expedient manner. Factors considered will include:

a) Evidence of ability of this Respondent to attract necessary public and private investment for the Rehabilitation Concept proposed.
b) Feasibility of the Rehabilitation Concept to address the deteriorated state of the buildings in the near term.
c) The probability of obtaining approvals for the proposed design, given the historic status of the buildings and the physical and regulatory constraints on development.
d) Cash flow projections that demonstrate the project, once operational, will meet all lease, debt service and operating expenses.
e) Demonstrated strength of real estate market for proposed uses.

Response to the RFP

Attached are the summary proposals provided by the developers. The four proposers, listed in alphabetical order, are:

CULTURESTRUCTURE Partners LLC: a to-be-formed partnership of Development Advisory Services, Inc. (DAS), NCA Real Estate (NCA): DAS is a San Francisco based, development management company which specializes in the creative reuse of infill industrial property, to provide financially viable, architectural sustainable design, multiuse master planned campuses for information based industry. NCA is a privately held real estate development and investment firm based in Newport Beach, CA with strong relationships in the institutional and private equity capital markets and expertise in all product types. The development team includes ELS Architecture and Urban Design Rudolph and Sletten, Inc, Degenkolb Engineers, Sherwood Design Engineers, Treadwell and Rollo, Jay Wallace, and Sanger and Olson.

Culturestructure has included construction of 678,000 square feet of new buildings on other sites in Pier 70 along Illinois Street in its proposal, in addition to their proposed Rehabilitation Concept for the 20th Street Historic Buildings.

Equity Community Builders, LLC, Build Inc., UP: Equity Community Builders (ECB) has joined forces with UP, a nonprofit organization established by Build, Inc. to craft a joint proposal for this exciting development opportunity. ECB and Build are both San Francisco based real estate developers with extensive experience in the adaptive reuse of historic buildings, integration of traditional and non-traditional financing mechanisms, and developments serving non-profit and public benefit organizations, as well as for profit enterprises. Since 1994, ECB has completed or now manages over $900 million worth of real estate development. Build is a real estate development firm established in 1999, which specializes in San Francisco in-fill residential development and has produced housing valued at over $120 million. The development team includes Leddy Maytum Stacy, Jon Worden Architects, Architectural Resources Group, Ross Construction, Murphy Burr Curry, and Van Brunt & Associates. The submittal includes statements of interest from the following tenants: Prescience, Burning Man, the Museum of Craft and Design, Obscura Digital, and ConXTech.

Orton Development Inc.: Specializes in large-scale commercial and industrial rehabilitation and redevelopment projects. Orton has redeveloped over 16 million square feet of buildings, spanning approximately 60 projects including office, industrial, R&D, loft, and warehouse space. A notable project is the rehabilitation of the Ford Assembly Plant in Richmond, California, a $50 million investment in a 525,000 square foot structure on the Richmond waterfront. The development team includes Marcy Wong Donn Logan Architects.

Placeworks, LLC: A small developer focused on public/private infill development. Placeworks submitted a proposal for Building 14 only for a "wine incubator." Placeworks will mobilize the resources to realize the project, and then turn the building over to a, to-be-formed, wine-making cooperative which will operate the

building. Development team members include: Carey & Co. architects, OLMM Consulting Engineers, MK2 Engineers and wine industry advisors (Brendan Eliason and Charles Abela).

Culturestructure, ECB/ UP and Orton have proposed projects that include all six of the 20th Street Historic Buildings. The table below shows the uses proposed by building ("Bldg"), by developer.

Bldg	Culturestructure	ECB/UP	Orton	Placeworks
101	Arts Hostel (guest artist studios)	Small offices; professional services, sole practitioners	Office with shared reception for complex of buildings	
102	Restaurant	Cafe/ Restaurant/Bar/Museum	Restaurant main floor; ground floor: meeting rooms, classrooms, workout area	
104	Studio/workspace for larger producers of culture	Small to medium offices	Office/Showroom/Flex space; potential ground floor retail	
113-114	Multi Use Performance and Entertainment Venue	Light industrial/arts (interim use)/ Large technology offices; arts and other nonprofit offices	"New American Workplace": craftsmen and trades, artisans, designers, technology-driven startups, food production, media and software companies, research and design, apparel, and green energy. Design, prototyping, manufacturing, wholesaling, office, and sales/retail activities	
115-116	Multi-Functional Fitness and Aquatic Center	Clean technology incubator		
14	Workshop and artisan workspace, perhaps boat building	Industrial Arts Orgs, Garage type incubator space		"urban winery" incubator for small wineries to produce wine and sell in a shared tasting room

The proposals vary considerably in the nature of the rehabilitation proposed, the type of deal term, and the requested investment by the Port in the Rehabilitation Concept proposed. An analysis of these project and financial components will be part of the evaluation presented with the Staff recommendation of next steps on February 28, 2012.

On January 20, 2012, the Port Commission has invited the four prospective developers to make short presentations regarding their qualifications and proposed rehabilitation concept. The presentations are limited to **five** minutes and are to introduce the prospective developers to the Port Commission and the public and to hear each team's experience and ideas for the future of Pier 70. Prospective developers will address their proposed Rehabilitation Concept for the 20th Street Historic Buildings and why they are qualified for such a project.

Public Input

This staff report and summaries of each response will be posted on the Port's website, www.sfport.com/pier70. The website will also provide a means for the public to provide comment to the Port regarding this selection process. A special meeting of the Port's Central Waterfront Advisory Group will be held on Wednesday, February 8, 2012 focusing on the response to the 20th Street Historic Buildings RFP. The meeting will be at 5:30 p.m. at the Potrero Hill Neighborhood House at 953 DeHaro Street.

Next Steps

Staff expects to complete the submittal review and return to the Port Commission with a recommendation at the February 28, 2012 meeting. The following factors will inform the Staff's recommendation to select respondent(s) for negotiations:

- Written submittals received
- Interviews
- Answers to additional questions
- Evaluation and scoring by a technical panel of consisting of individuals with experience in real estate economics, land use planning and architecture/urban design
- Reference checks
- Review of financial materials provided by respondents.

The Port Commission, upon considering the staff recommendation, could then award the development opportunity to one or more of the respondents (but no more than one per building). Thereafter, the first step would be to negotiate an exclusive negotiations agreement (ENA), consistent with the Port Commission's direction in awarding the opportunity. Once in the ENA period, the developer and the Port would formulate a project description, negotiate the transaction terms, and seek regulatory approvals, including CEQA review. As these aspects are negotiated, Port staff will present them to the Port Commission for review, comment and direction by the Port Commissioners and the public.

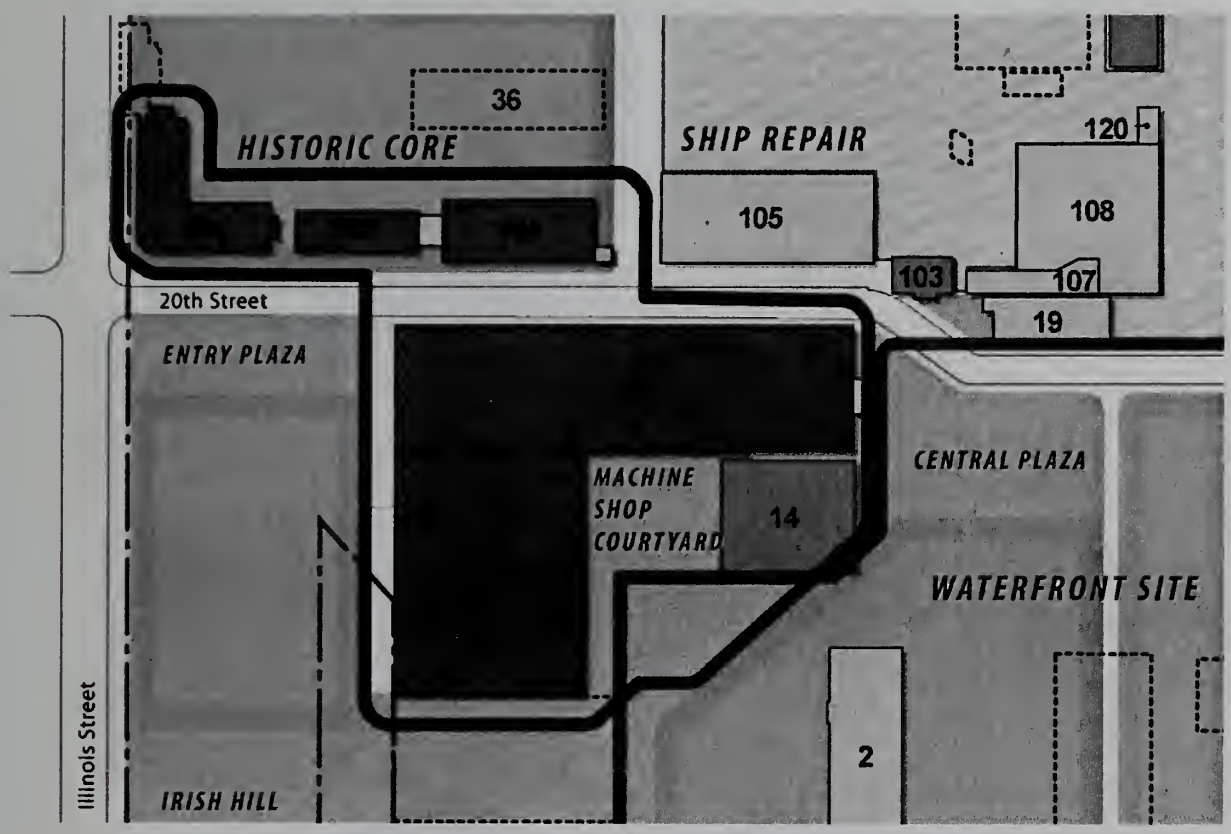
Prepared by: Kathleen Diohep, Project Manager

For: Byron Rhett, Deputy Director
Planning & Development

Attachments

Exhibit A	20th Street Historic Buildings
Exhibit B	CULTURESTRUCTURE Proposal Summary
Exhibit C	Equity Community Builders, LLC, Build Inc., UP Proposal Summary
Exhibit D	Orton Development Inc. Proposal Summary
Exhibit E	Placeworks LLC Proposal Summary

Exhibit A: Map of 20th Street Buildings



Pier 70 20th Street Historic Buildings

	Building 113-114 UIW Machine Shop Size: 100,000 sqft Rehab Cost: $50 Million Plan calls for publicly orient use: Very Significant Building Stabilization efforts in 2011. Vacant
	Building 115-116 Size: 38,000 sqft; could add 42,000 sqft Rehab Cost: $31 Million Encouraged Uses: Office, Institutional, Cultural, Commercial, restaurant, parking Very Significant Building Port Maintenance Department use.
	Building 101 Size: 56,000 sqft Rehab Cost: $25 Millon Encouraged Uses: Office, Institutional, Cultural, Commercial Very Significant Building Vacant
	Building 102 Size: 8,000 sqft Rehab Cost: $4.5 M. Encouraged Use Institutional, Cultural, Commercial, Retail, Restaurant Very Significant Building Vacant
	Building 104 Size: 38,000 sqft Rehab Cost: $18 M. Encouraged Uses: Office, Institutional, Cultural, Commercial Very Significant Building Vacant
	Building 14 -- behind 113 Size: 16,000 sqft, could add 23,000 sqft Rehab Cost: $21.5 M. with added floors Encouraged Uses: Office, Institutional, Cultural, Commercial, Industrial Context Building Vacant now.
Total	**Square Feet: 315,000**

Exhibit B

CULTURESTRUCTURE

Proposal to the Port of San Francisco

For the Pier 70 20th Street Historic Buildings

December 2, 2011

CULTURESTRUCTURE

CULTURE

arts, knowledge, beliefs, values, improvement

STRUCTURE

something built, an arrangement, a system of parts

Building is an act of re-creation, a re-ordering of our surroundings to improve our lives. Our goal is to address the changing patterns of our world. To support the human, natural, and economic resources that is the heart of San Francisco's soul. We want to build an environment that stimulates creativity and enhances the human spirit.

The new Art, Entertainment and Recreation Factories at Historic Pier 70

CULTURESTRUCTURE.com

DAS Development Advisory Services, Inc.
576 Sacramento Street, 7th Floor, San Francisco, CA 94111

December 2, 2011

Kathleen Diohep
Project Manager
Port of San Francisco, Pier 1 San Francisco, CA 94111

RE: Request for Proposals - Pier 70: 20th Street Historic Buildings

Dear Ms. Diohep:

We are realistic. Pier 70 has many challenges. The economic factors, physical deterioration and environmental remediation hurdles alone are enough to scare most opportunistic developers away from seeking value from the reuse of this iconic monument of San Francisco's historic waterfront industry.

We have a plan that can put the historic office buildings and factories of Pier 70 back to work. It will be a collaborative effort requiring a partnership with not just the Port of San Francisco, but with the creative energy of the many talented artists within the community and the Bay Area.

Pier 70 has the capability to be one of the most renowned cultural centers within and outside San Francisco. It contains the most unique montage of fascinating waterfront industrial architecture anywhere in California.

Our approach is to lever art and structure to produce innovation.

It will be an organic process, produced without the synthetic stereotype of a planned formulaic development. It will be a platform to provide for opportunity without prescribing the ingredients.

We have done our homework on the site and believe we can harvest the raw potential of Pier 70 to create a place that will be a new landmark on the San Francisco Waterfront.

Sincerely,

Peter Brandon
Principal
Development Advisory Services, Inc.

CULTURESTRUCTURE.com

Contents

I - Summary

a. Introduction

b. Development Entity, Management and Consultant Team

c. Concept for the 20th Street Historic Buildings

- Building Uses and Activities

- Rehabilitation Strategy

- Structural Considerations and Seismic Retrofit Concept

e. Master Plan Redevelopment Approach

f. A Platform for Expression

g. Conceptual Master Plan

h. Development Management and Consultant Team Information

II - Technical Information and Exhibits (under separate cover)

III - Confidential Financial Materials (under separate cover)

Introduction

We believe:

The Pier 70 Master Plan has enormous potential that will be realized when uncertainty in the planning process is secured and construction costs are determined.

Mission Bay has become a dynamic new neighborhood with strong evidence of continued increasing value that will accelerate the development of Pier 70.

Art, Entertainment and Recreation will be a synergistic use of the Historic Buildings of Pier 70 benefiting future tenants of the new Pier 70 buildings.

It makes sense to plan and build all future proposed structures immediately adjacent to the Historic District in unison with the Historic Buildings.

The cost of rehabilitating the Historic Buildings as a separate project will require a significant subsidy from both public and private sources of capital to make them economically viable.

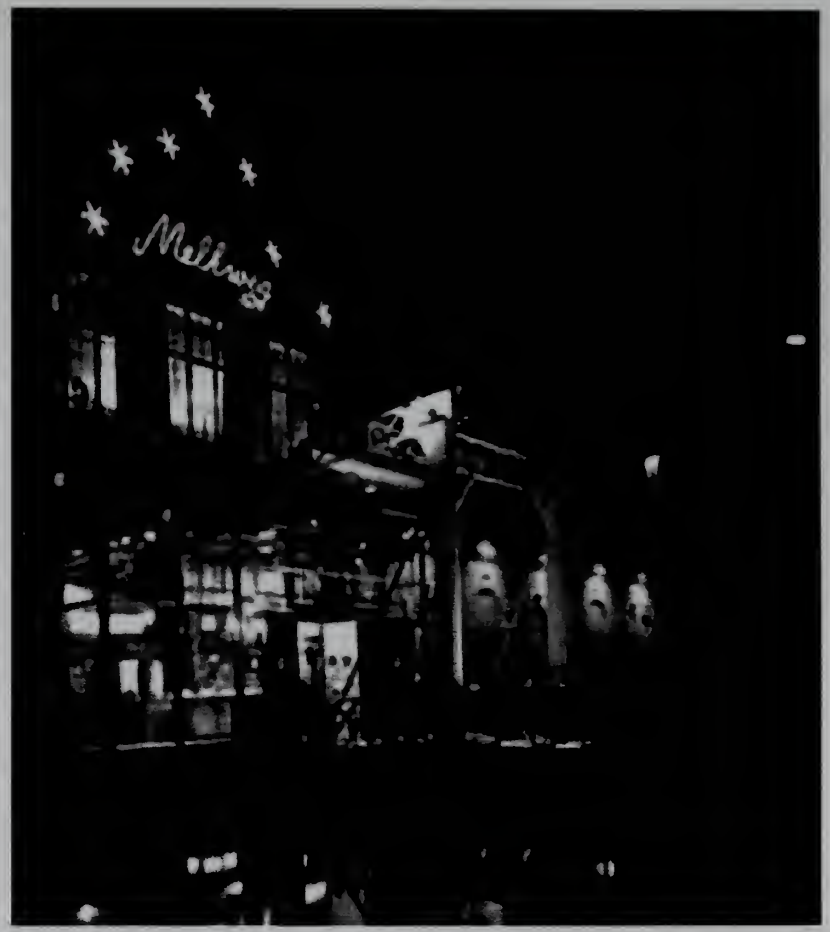
We Propose:

To unlock the value of the Historic Buildings - by removing uncertainty and development risk to potential tenants. Achieved through the restoration of the existing building shell, core and structural components, as well as eliminating environmental risk factors.

To create an Art, Entertainment and Recreation quarter that will accommodate San Francisco's unique Culture while concurrently enhancing neighborhood character and the desire to occupy the new Pier 70 Structures.

An economically viable strategy, that promotes cost saving through the simultaneous planning and development of adjacent sites north and south of the Historic Buildings, without subvention from public capital contributions.

Melkweg, Amsterdam, NL



Development Entity, Management and Consultant Team

CULTURESTRUCTURE Partners, LLC

A new development entity, CULTURESTRUCTURE Partners, LLC will be directed by a Management Committee led by Peter Brandon of **Development Advisory Services, Inc. (DAS)** a San Francisco based, development management company which specializes in the creative reuse of infill industrial property, to provide financially viable, architectural sustainable design, multi-use master planned campuses for information based industry.

CULTURESTRUCTURE Partners, LLC will fund the development with a combination of equity and debt necessary to fund the project, through NCA Real Estate, Inc., as well as other financing sources noted in the Technical Information section of this proposal.

David J. Zak is principal of **NCA REAL ESTATE ("NCA"),** a privately held real estate development and investment firm based in Newport Beach, CA. The company has deep roots and strong relationships in the institutional and private equity capital markets and expertise in all product types.

The management team membership is characterized by extensive experience in public/private development projects. CULTURESTRUCTURE Partners, LLC will undertake the project as both a horizontal and vertical land/building development model and will establish sublease agreements with partner affiliates or other Port approved tenants to operate the vertical projects after build out.

A key aspect of the management team and consultants is that we have all worked together successfully for many years. We understand the local development market, issues and constraints. We understand the capital market requirements, opportunities and sources.

We have assembled an excellent team of local professionals to help implement our vision for Pier 70.

Our Management and Consultant team includes:

Development Advisory Services, Inc. (DAS)

NCA Real Estate (NCA)

Rudolph and Sletten, Inc.

ELS Architecture and Urban Design

Degenkolb Engineers

Sherwood Design Engineers

Treadwell and Rollo

Jay Wallace Associates

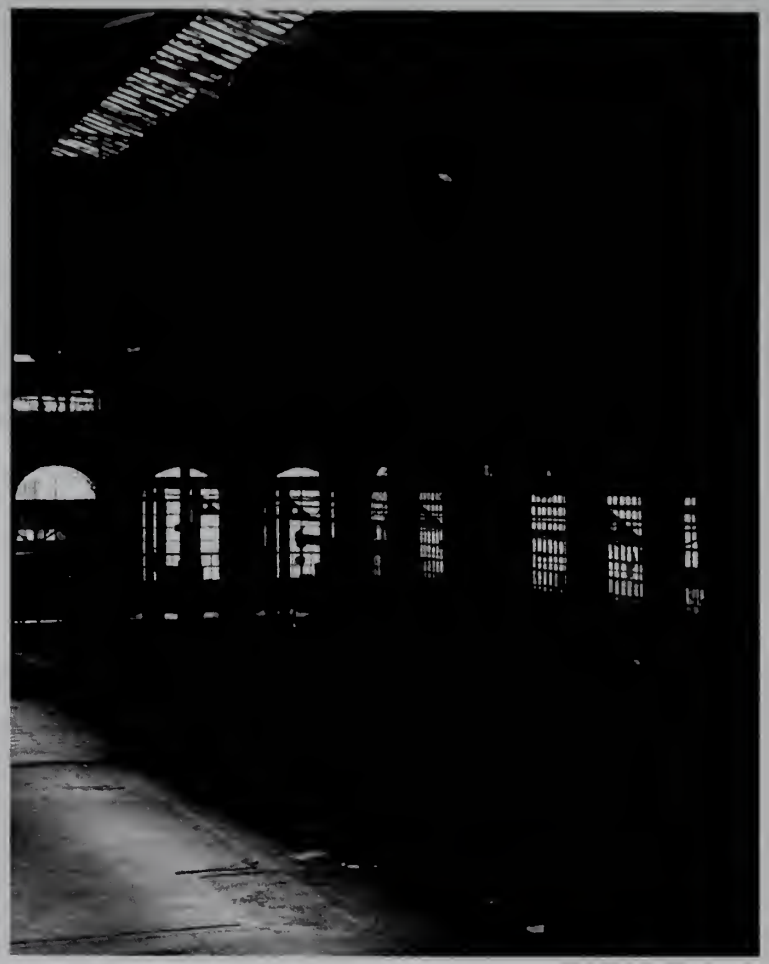
Sanger and Olson

Concept for the 20th Street Historic Buildings

Art, Entertainment and Recreation Factories at Historic Pier 70

We want to build an environment that stimulates creativity and enhances the human spirit, a venue conceived to combine culture, industrial history, recreation and entertainment. A place to learn, experience, listen, work and play. Above all, a place to come out and have fun all day and night.

Our plan provides for the rehabilitation of the historic structures preparing them as a functional shell, ready to accept specific tenant improvements to the interior. Building shell restoration, environmental clean-up, structural seismic upgrades, building utility systems, common area and core improvements are included.



Building Uses and Activities

Building 101 (56,268 sf)

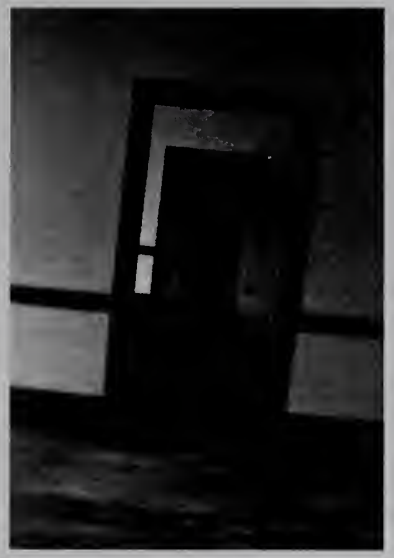
Name: Arts Hostel

Description: A building devoted to cultural production. Artists work studio space for media art, visual art, photography, sculpture, fashion, design and writing. Consisting of professional guest artists and exhibition space with the objective of supporting interaction and relationships between the audience and exhibitor. The buildings existing interior floor plan of individual but interconnected office suites is perfect for small but elegant studio workspace.

Notable Example: Smart Project Space

Amsterdam, NL

http://www.smartprojectspace.net/



Rehabilitation Strategy

Building 101 – Provide "warm shell" for individual and group arts studios. Studios will range in size from existing typical office size (200-300 s.f.) to multiple space suites with corridor or half floor wing (3,500-4,000 s.f.). Improvements will include:

Exterior

Repair cement plaster exterior

Repair/re-cast exterior decorative cast stone ornamentation including balconies, columns and capitals, and entry portico

Repair historic wood windows

Repair iron fence along Illinois and 20th Streets

Provide new accessible entry to or near front doors

Provide new roof and restore skylights

Remove non-historic penthouse

Interior and Services

Retain basic building layout on Basement, First, Second and Third Floors with central lobby/corridors, three exits stairs and tenant spaces.

Restore historic materials at first and second floor lobbies and first floor corridors

Provide new elevator machinery and restore historic elevator cab and entries. Assume existing cab size will accommodate accessible requirements.

Provide new connection to utilities on Illinois or 20th.

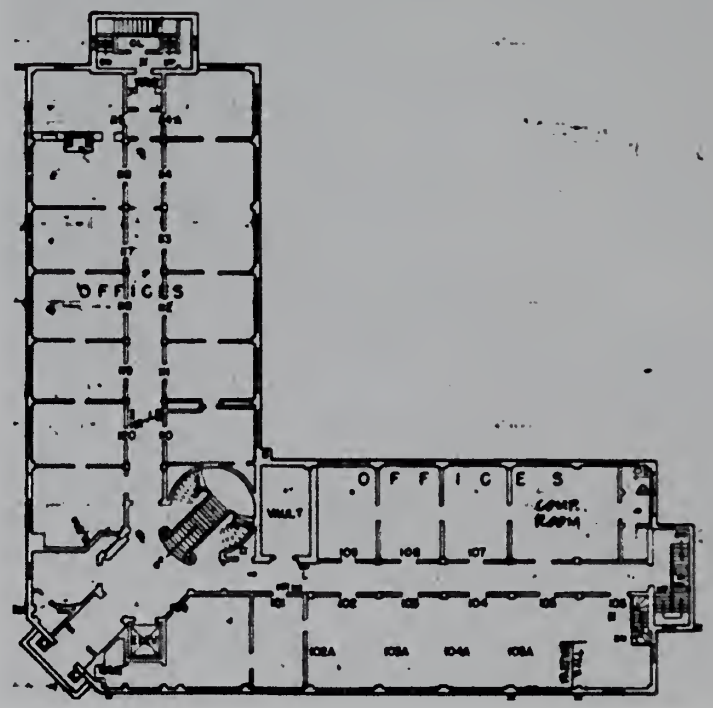
Provide new boiler and primary hot water perimeter heating distribution

Provide new electrical service and primary distribution

Provide fire sprinkler and core fire alarm system

Renovate existing toilets to provide accessibility

Basic "clean-up" in tenant spaces



Building Uses and Activities

Building 102 (8,424 sq ft)

Name: Powerhouse

Description: A historical restaurant set within the former Bethlehem Steel turbine generator plant. Utilizing the halls period architectural details and artistic features of the plants functional character to create a visually interesting culinary experience. This tall, rectangular concrete building has a hipped roof clad with straight mission tiles. It measures 128'-6" long, by 42'-4" wide, by 48' tall, and contains 8,428 square-feet over the first floor and basement. The front (south) and rear (north) facades are each five bays wide. A large, arched, multi-lite wood window occupies both the east and west ends. Five arched window openings dominate the primary facade.

Rehabilitation Strategy

Building 102 – Provide "warm shell" for use as a restaurant while maintaining the character of the 1912 Powerhouse. Improvements include:

Exterior

Repair existing cement plaster and cracks in concrete substrate where occur

Restore wood sash windows and metal clad doors.

Remove and store existing clay roof tile, add new shear diaphragm and waterproof membrane, reinstall and anchor original roof tiles

Repair/replace existing galvanized gutters, brackets, and downspouts

Clean existing terracotta door surround, window keystone and frieze band below eave. Minor repair may be necessary only to stabilize any deterioration.

Add simple accessible ramp to front door landing from west side of site.

Interior and Services

Possibly remove, and salvage two to three existing turbines to allow for adaptive re-use function. Re-install displaced turbines at another location on North Plaza.

Maintain, treat and paint all existing steel structures and apparatus.

Repair interior plaster

Add two-stop elevator.

Provide new connection to utilities connection (water, sewer, electrical) in 20th.

Provide fire sprinkler and core fire alarm

Group 2

Provided by and required of restaurant operator/tenant

Refurbish wood office partitions at west end for private dining areas

Add paired door in one glass bay at north side to allow access to new plaza

Repair glass panel and wood wainscot

Clean/minor repair to historic floor tile

Repair historic light fixtures

Provide new toilets and kitchen infrastructure at lower level.

Building Uses and Activities

Building 104 (37,641 sq ft)

Name: Industrial Relations

Description: Exposed beam and brick studio workspace, open floor plans, single floor (7,500 sf) for larger producers of culture. There are several art organizations that have expressed their interest in this buildings availability. They are established San Francisco based institutions that are seeking a new home for their growth and support for the study and creation of art.

Rehabilitation Strategy

Building 104 – Provide "warm shell" work/rehearsal space for performing or visual arts users or commercial tenants. The second floor allows column free space for unobstructed use.

Improvements include:

Exterior

Remove wing additions north side.

Restore existing brick masonry (replace damaged brick, re-point, clean. Where necessary due to damage replace with material salvaged from bldg.

Restore first level concrete walls

Clean/sandstone sills, entry surround, quoins, lintels, etc. and terra cotta window surrounds. Repair only to stabilize against further deterioration.

Provide new membrane roof/flashings over plywood diaphragm.

Restore skylights

Restore copper gutter/eave detail and rainwater leaders

Provide new accessible entry through basement level near front door per SHBC.

Interior and Services

Determine which elements to be maintained relative to the multiple periods of significance represented in the building. Anticipate that primary elements of both 1896 era (north stair) and 1930's Moderne era (central stair from 1st to 2nd flrs.) will remain. Some spaces may be left "raw", such as the third floor with open trusses, exposed brick, and floor hanging rods.

Allow for open floor plate for large floor users. Where historic elements such as interior wood/glass partitions exist, retain a representative portion of the original.

Repair existing original finishes primarily at perimeter; re-point and repair exposed roof sheathing at the 3rd floor.; repair plaster on brick walls and plaster ceilings in Basement, and on 1st, and 2nd floors.

Patch back floors/ceilings to match original at new shotcrete installation (see structural improvements)

Provide new 4-stop elevator and at least one new exit stair.

Provide new connection to utilities (water, sewer, electrical) in 20th.

Provide fire sprinkler and core fire alarm

Provide new hot water boiler and infrastructure for perimeter radiator system

Group 2: Provided by tenant improvements

Refinish existing wood floors. (Verify era of existing linoleum, possibly replace at some locations)

Maintain and refinish interior partitions determined to be significant

Restore historic elements of toilet rooms. Include accessible toilets or provide new adjacent to existing.

Provide finished electrical, mechanical, plumbing. Restore existing lighting if fits with Period of Significance

Building Uses and Activities

Building 14 (15,969 sq ft) – Craft

Description: A hands on workshop and artisan workspace. Teaching industrial art, welding, fabrication and sculpture. Maybe even the art of boat building.

Building 14 historically functioned as a Heavy Warehouse where equipment was stored for work on heavy machinery in Machine Shop 1 and for outfitting ships with mechanical and propulsion systems.

Rehabilitation Strategy

Building 14 - Provide limited "shell" improvements for use as workshop and artisan workspace for industrial art, welding, fabrication and sculpture. historic boat repair shop and storage of watercraft. Controlled public access to view boat repair. Building will retain the rough industrial character of its heritage. Work completed primarily to stabilize materials from further deterioration, to make watertight, and provide core utilities. Improvements include

Improvements include:

Exterior

Refurbish CGI skin. Treat and protective coating for lightly corroded panels. Replace heavily corroded panels to match scale of original. Re-attach all panels.

Refurbish steel sash. Replace broken glass panes and those of substandard thickness. (Accept variety in glazing types reflecting age of building.)

Replace CGI roof panels to match scale of original.

Refurbish existing industrial doors operational.

Provide new openings/doors to Machine Shop Courtyard

Interior

Remove corrosion, treat, and paint exposed steel members.

Clean and treat heavily corroded interior of CGI panels

Assume asphalt floor to remain for anticipated use unless removal required under Hazmat abatement

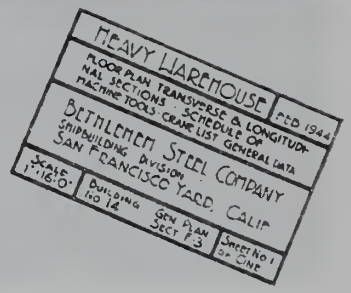
Assume new water and sewer tie into street.

Assume basic electric service for use

Group 2 Provided by tenant improvements

Provide minimal new toilets to support anticipated occupancy

Electrical distribution for anticipated use



Building Uses and Activities

Building 113/114 (87,311 sq ft)

Name: Iron

Description: Multi Use Performance and Entertainment Venue

The cultural center of Pier 70 uniting several artistic disciplines under one roof: music, dance/theatre, film, photography and media art. Concerts, dance events, theatrical and dance productions, films, media art presentations and photo exhibitions. Staged in the east and west halls with the center connector serving as the main entrance to the building and the outdoor Bridge Iron (Bay Bridge reuse) Plaza.

Notable Example: Melkweg

Amsterdam, NL

http://www.melkweg.nl

Rehabilitation Strategy

Building 113/114 – Provide flexible "shell" space for large-scale events, concerts and special functions. Building will retain the raw industrial character of its heritage. Work completed primarily to stabilize materials from further deterioration, to make watertight, and provide core utilities.

Improvements include:

Exterior

Clean/repair/restore cement plaster at Connector including cast plaster decorative elements. Repair concrete substrate where required.

Clean/repair/re-point brick masonry. Use salvaged brick where required for brick replacement.

Repair and wood sash windows. Maintain original glazing where possible. (Accept variety in glazing types reflecting age of building.

Provide new roof membrane, insulation and re-install CGI roof finish panels (existing or new to match where severely damaged) over new structural decking. Include translucent skylight panels integral with CGI panels. (Confirm era of original material).

Provide vertical enclosure at roof monitor, partially operable if required for exhaust.

Retain and repair all service doors

Add new exit doors as appropriate to accommodate assembly occupancy exit loads.

Interior and Services

Repair and re-point brick masonry where necessary to stabilize and where interior structural shotcrete is not installed.

Clean and treat for metal corrosion at all structural components including craneway elements. Repaint

Retain service pits until activities of tenants are known.

Retain/refurbish historic industrial general lighting.

Retain north side mezzanine. Provide limited access lift.

Remove wood block floor. Provide new finish conc. Slab over existing slab.

Provide new electrical service and primary distribution appropriate for uses.

Provide water, sewer tie into 20th St. appropriate for new toilet facilities (to be provided by tenant)

New fire sprinkler system or equivalent protection as agreed upon with Fire Dept.

Group 2 Provided by tenant improvements

New toilets to support anticipated occupancy

Electrical distribution for anticipated uses

Note: initial use assumptions do not anticipate overall heating or cooling. Provide air changes as required for occupancy and uses.

Building Uses and Activities

Building 115/116 (12,000+24,000 = 36,000 sq ft)

Name: The Fitness Foundry

Description: Multi Functional Fitness and Aquatic Center

Within a unique position on Pier 70s Slipways and Crane Cove Parks this magnificent setting gives immediate access to the bay as a water sports location.

Ashore, the historic foundry warehouse can accommodate a variety of recreational uses, such as a state of the art fitness center, a climbing complex, an aquatic center or indoor surfing

The range of activities to be taught at the Center include Indoor Surfing Kayaking, Canoeing, Dinghy Sailing, Rock Climbing, Track Cycling, Archery, Orienteering, High Ropes, and Development Training.

Notable Examples:

Fantasy Surf

Kissimmee, FL

http://ultimateindoorwave.com

House of Air

Presidio San Francisco, CA

www.houseofair.com

Sports Center Health Club at Chelsea Piers

New York City, NY

www.chelseapiers.com/sc/club.htm

Rehabilitation Strategy

Building 115/116 – Provide flexible "shell" space for active recreation uses. Building will retain the rough industrial character of its heritage. Work completed primarily to stabilize materials from further deterioration, to make watertight, and provide core utilities.

Improvements include:

Exterior

Repair existing spalled concrete, removing deteriorated to sound material, treating steel corrosion, and patching with compatible material to match. Clean and remove stains.

Repair and stabilize wood sash windows if possible. Consider cost benefit of re-enforcement of existing sash in lieu of overall replacement with steel sash as recommended in previous report. Maintain original glazing where possible. (Accept variety in glazing types reflecting age of building.)

Provide new roof membrane, insulation and re-install CGI roof finish panels (existing or new to match where severely damaged) over new structural decking.

Provide vertical enclosure at roof monitor, partially operable if required for exhaust.

Refurbish vehicle doors to operative state. Include exit doors for occupancy load when large doors closed for inclement weather.

Refurbish high façade louvers for natural ventilation

Interior

Remove existing asphalt paving. Assume new concrete slab required. Clean/repair interior spalled or cracked concrete.

Remove corrosion, treat, and paint exposed steel.

Provide new electrical service and primary distribution appropriate for uses.

Provide water, sewer tie-in (assume 20th Street) appropriate for new toilet facilities (to be provided by tenant)

New fire sprinkler system or equivalent protection as agreed upon with Fire Dept.

Group 2 Provided by tenant Improvements

Provide new toilets to support anticipated occupancy

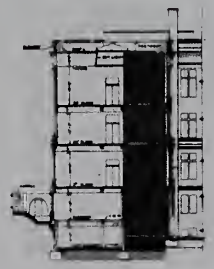
Electrical distribution for anticipated uses

Note: initial use assumptions do not anticipate overall heating or cooling. Provide air changes (assume primarily natural ventilation) as required for occupancy and uses.

Building 101

Structure

Building 101 is a steel frame with masonry -infill structure constructed in 1917. These types of buildings have historically performed quite well in past earthquakes. Typical seismic deficiencies include excessive lateral displacement resulting damage to exterior masonry and potential falling hazards, lack of bracing of HCT or unreinforced masonry at interior partitions, walls, or parapets.



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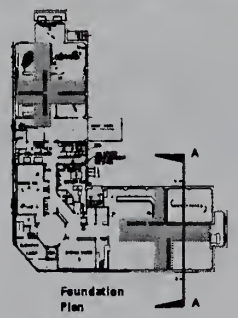
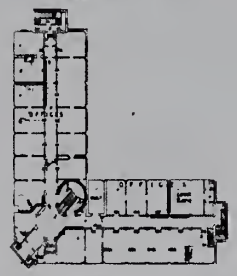


Foundation Plan



Typical Floor Plan

Seismic Retrofit Concept

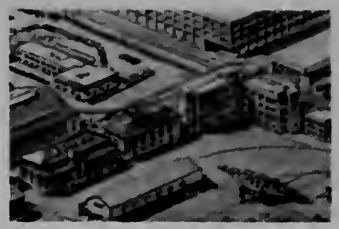
- Add new shear walls to reduce lateral displacements and control damage to existing masonry. These can be relocated to some degree, depending on the need for open space.
- Provide spread footing foundations to increase overturning resistance of new walls and avoid need for deep foundations
- Apply fiber reinforced polymer layer to existing masonry in stairs to prevent collapse and preserve
- Brace existing parapets and HCT partitions

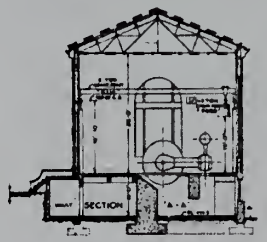
New Foundation
New Concrete Walls
FRP wrap (E) Masonry
New parapet bracing

Building 102

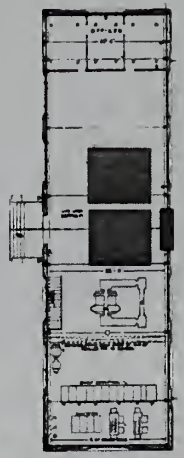
Structure

Building 102 is a reinforced concrete shear wall structure constructed in 1912. The building is regular in configuration with walls located on all four sides and a flexible roof system. Aside from the roof diaphragm, which will be replaced along with the membrane, and the roof to wall connection the building is not expected to require significant seismic retrofit work.

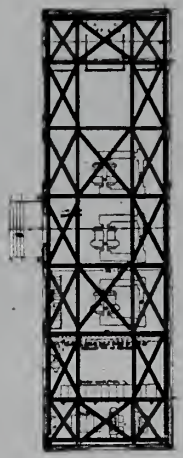




West Elevation



Main Floor Plan



Reflected Ceiling Plan

Seismic Retrofit Concept

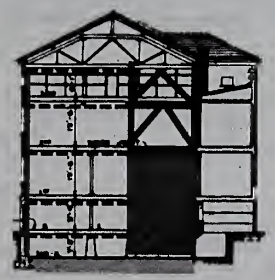
- Provide new truss bracing and strengthen existing bracing connections matching existing appearance
- Provide new perimeter steel framing to connect roof diaphragm to walls, matching appearance of existing steel trusses
- Remove two of the three generators and infill floor
- Add door opening at existing window opening to provide plaza access

Remove (E) generator and infill floor
Demo (E) for new door
Strengthen (E) truss element
New truss element

Building 104

Structure

Building 104 is a unreinforced brick masonry structure constructed in 1886 with a reinforced concrete basement level. The building is rectangular in configuration with walls located on a four sides and a flexible roof system. The building performed well in the 1906 earthquake and this has been accounted for in developing the limited strengthening scope.



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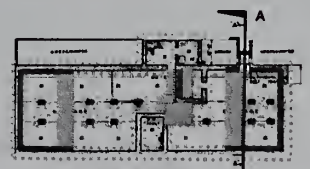
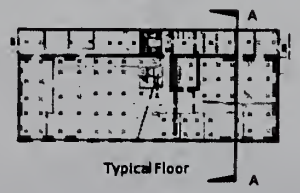


Sub-Basement



Typical Floor

Seismic Retrofit Concept

- Provide new C-shaped shotcrete walls at each end of building to strengthen transverse direction and stabilize masonry at building corners
- Extend walls into sub-basement, replace and lower existing slab to create usable space and address water intrusion
- Extend vault wall with braced frame in upper floors to shorten diaphragm span. extend collector through floor to engage diaphragm.
- Strengthen strip of diaphragm around perimeter of each floor with plywood and add out of plane wall connections.
- Add plywood over existing sheathing to strengthen roof diaphragm and preserve interior appearance. Reinforce connections of trusses and diaphragm to perimeter walls.

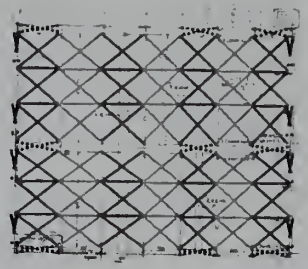
New Foundation
New Concrete Walls
FRP wrap (E) Masonry
New Collector Beam
New Braced Frame

Building 14

Structure

Building 14 is metal structure with corrugated iron cladding and roofing system, likely constructed as part of the WWII effort. Lateral resistance is provided by existing braced frames integral with the crane rail structural system and rod bracing at exterior wall locations. The existing framing requires some connection strengthening and some rod-bracing is missing or requires repair. The bulk of the work is in repair/replacement of the exterior wall system.

Exterior Elevation



Roof Truss Bottom Chord Plan

Seismic Retrofit Concept

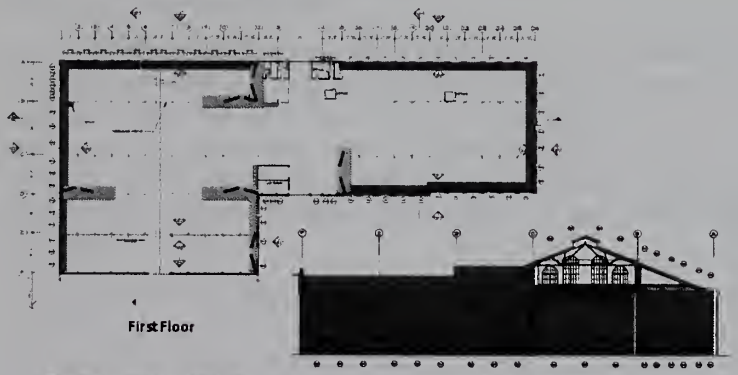
- Reinforce existing braced frame connections and steel frame connections in East-West direction
- Strengthen or replace rod bracing in North-South direction.
- Add new beams at braced frame locations in East-West direction
- Replace existing CGI roof panels
- Strengthen existing angle connection of roof diagonals and add single diagonal X bracing at bottom chord locations

Strengthen connection of (E) angle bracing
New and (E) rod bracing
Strengthen connections of roof truss
New bottom chord bracing

Building 113/114

Structure

Building 113/114 is a deteriorated unreinforced masonry structure constructed in 1886 and connected together in 1914. The main bay of Building 113 has a high gabled roof. The building survived the 1906 earthquake with some damage, the corrugated iron gable ends are likely not original. Provided the brick is stabilized , and the originally intended exterior lines of exterior resistance are restored the building should perform adequately in future earthquakes without excessive interior strengthening.



First Floor

West interior Elevation

Seismic Retrofit Concept

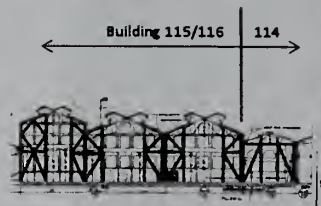
- Provide new braced frames at old exterior wall lines to reduced diaphragm span, preserving original building open spaces to greatest extent possible.
- Provide new shotcrete on interior of perimeter walls to strengthen masonry walls for in-plane and out-of-plane loads, preserve exterior historic appearance
- Provide new reinforced concrete frame at interior of east and west walls to stabilize gables to prevent additional damage where this occurred in 1906.
- Replace and replace existing CGI roof and corroded roof components. Add metal deck or diagonal rod bracing at skylights and high bay to strengthen roof diaphragm. Install new continuous steel collector/chord members around perimeter and strength wall to diaphragm connections.

New Foundation
New Concrete Walls
New RC beam/column
New Grade Beam
New Braced Frame

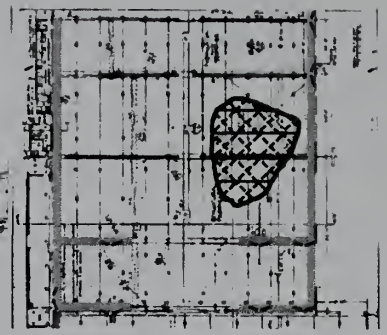
Building 115/116

Structure

Building 115/116 is steel and reinforced concrete structure constructed in 1916/1917. The building is located south of Building 114. The roof is formed by three similar gable bays supported by trusses spanning the full width of the building. The deteriorated exterior north-south direction walls are vulnerable to seismic damage and new frames are required. The east-west direction walls and frames require modest strengthening and repair.



Exterior Elevation



First Floor Plan

Seismic Retrofit Concept

- Repair the exterior existing north-south direction walls. Provide new braced frames on interior side of walls to preserve exterior appearance.
- Replace and strengthen existing bracing in east-west direction. At bracing at clerestory windows.
- Strengthen roof diaphragm with diagonal rod bracing in roof diaphragms at truss top chord level. Repair corroded roof components. Remove and replace/restore existing CGI roof to preserve exterior appearance.
- Demolish one-story addition on west side. Enlarge center openings on west side for access.
- Building 114 is structurally connected to Building 115/116. Strengthen the diaphragm connection and offset, retaining structural continuity of the building.

New Foundation
New Concrete Walls
New Roof Bracing
New Braced Frame Column
New Braced Frame

Master Plan Redevelopment Approach

CULTURESTRUCTURE Development Proposal

The development of the Port's three infill sites along Illinois Street and north of Historic Buildings 101, 102, and 104, as described in the Preferred Master Plan, is intrinsically connected to the financial, functional, and visual success of the overall Pier 70 site. We propose to Master Plan and develop the three infill sites parallel with the adaptive re-use of the designated historic buildings to provide an integrated approach.

Our proposal reflects the development guidelines for each of the three sites as to use, overall building area, property limit lines and building height. We suggest buildings that are more articulated than suggested by the Master Plan or even referenced examples. A series of connected buildings provides the larger, more efficient footprint desired by some tenants and the market, but also allows smaller tenant identity, more fenestration, and a scale appropriate for the site

New buildings should reference and take cues from, though not necessarily copy, the form and possibly character of the existing historic buildings as well as the simple industrial buildings present at the site over it's history. The designated historic buildings should be clearly identifiable as indicated in the Secretary of the Interior's Standards.

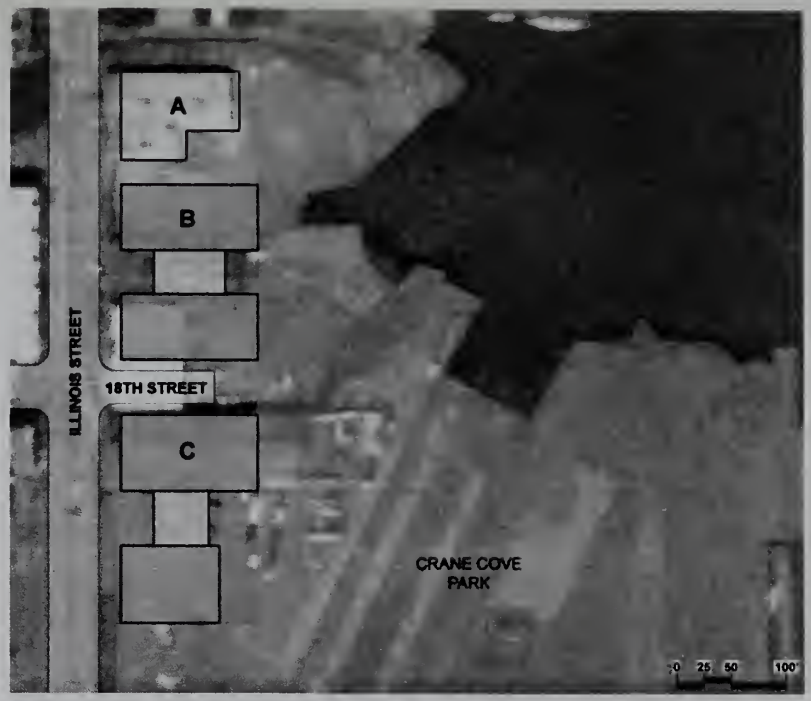
Master Plan Redevelopment Approach

<u>North Infill Site 1</u> rehabilitates the Twigg/Kneass building at north the entry to Crane Cove Park. The development plan suggests continued maritime use for small boat storage/rental/repair, possibly with a café.

Two new 6 story commercial buildings, office with possibly first level retail, will anchor the Illinois Street frontage. Both buildings include two simple, possibly gable roof elements, connected by a recessed glazed element to break down the scale of the building.

Between the buildings the 18th Street entry to Crane Cove Park is maintained.

Parking for Site 1 is combined into a single, much more efficient parking garage on Site 2.



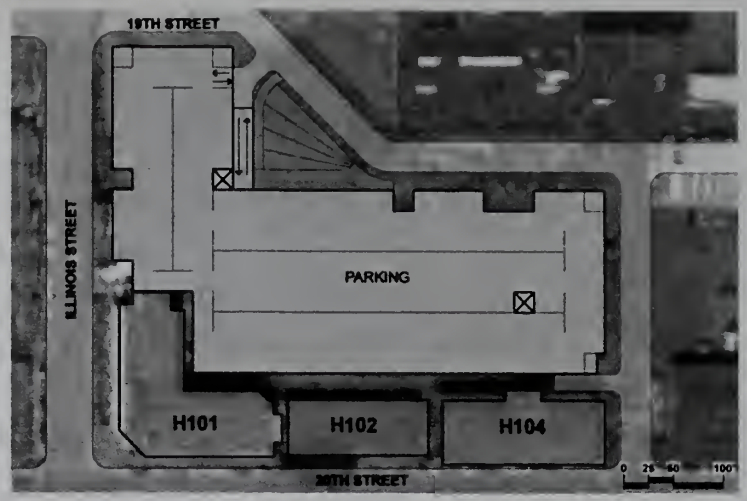
Master Plan Redevelopment Approach

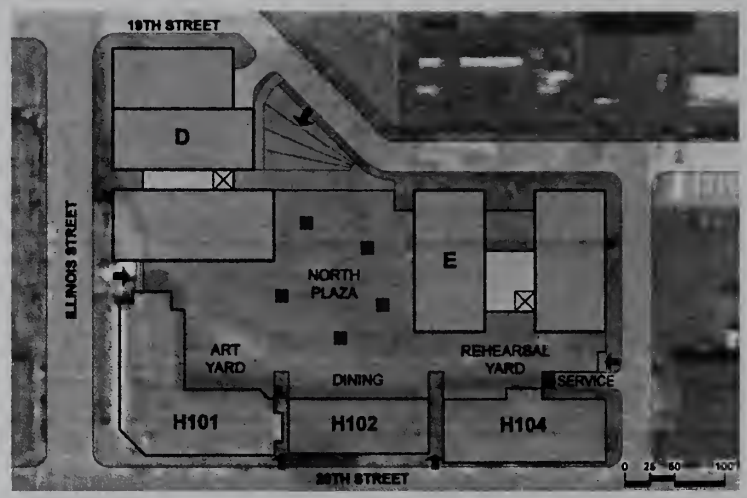
North Infill Site 2 integrates the three 20th Street historic buildings with new office or possibly first level retail space around the new North Plaza. The Basement level of the UIW Main Office (Bldg. 101), the main floor of the Power House (Bldg. 102), and the first floor of the Industrial Relations (Bldg. 104) are all at approximately the same level (+23-25') and would each connect to the Plaza. The Plaza includes a number of activity spaces:

- The "Art Yard", an outdoor artist studio nestled between the Building 101 studios and Building D.
- Outdoor dining for the Powerhouse restaurant
- The "Rehearsal Yard" proving an outdoor extension of the rehearsal or studio spaces in Building 104.
- The public, central North Plaza will provide several display/anchorage pads for the Pier 70 Art Coalition's rotating outdoor art display program.

Views and access are provided out to Crane Cove Park and from the Park to the 20th Street historic buildings. Access and views to the Plaza are also provided through the slots between the buildings from 20th Street, Illinois Street, and the connector street aligning with the passage through building 13.

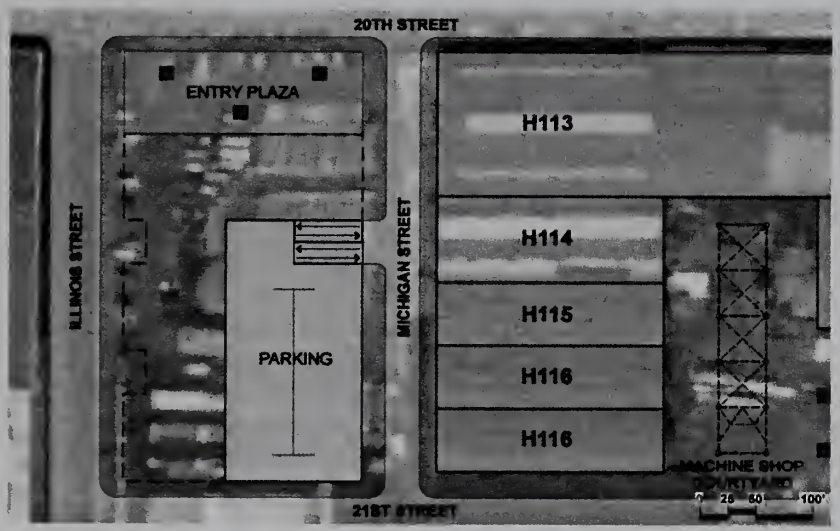
There are two parking levels entered from the 19th Street extension, one at grade and one below grade providing space for 575-600 cars servicing both sites 1 and 2. Though one parking level is above grade, the appearance of a podium is diminished with the façade of each articulated building meeting the ground and defined by "notches" in the on-grade parking level. A service way provides delivery access to the lower level of each of the historic buildings.

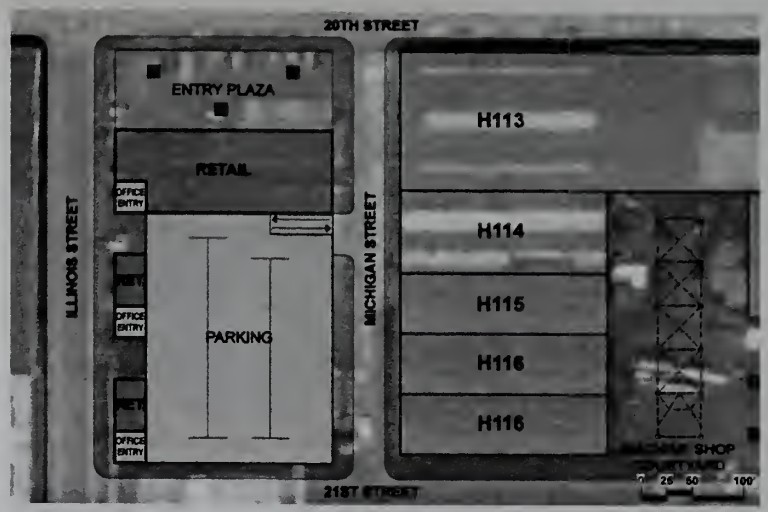


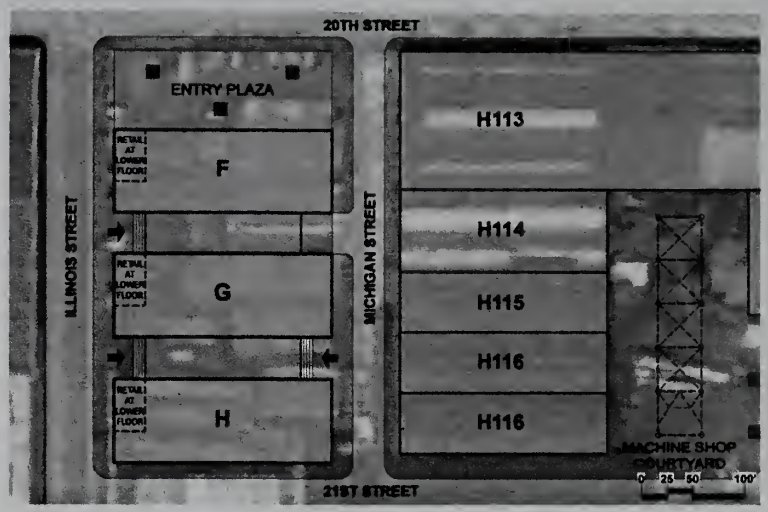


Master Plan Redevelopment Approach

South Infill Site 3 provides three commercial buildings with the long axis perpendicular to Illinois Street. Views of the west façade of Buildings 113/114 and 115/116 can be seen over the public accessible plazas, 3-5' above the Illinois sidewalk, between the buildings from Illinois. The north commercial building includes retail space for restaurant or other uses opening to the Entry Plaza along 20th Street. The retail may be one tenant or may step to follow the 20th Street slope. Additional small retail spaces and office entry lobbies front Illinois Street. The two parking levels are serviced from the re-established Michigan Street and generally conform to the stepped excavation that has already occurred on this site. The Entry Plaza will include several art display/anchorage pads, similar to those indicated for the North Plaza, part of the Art Coalition's rotating art display program.







Master Plan Redevelopment Approach

An integrated approach with a viable financial plan

A functional design that connects 678,800sf of new and 252,314sf of historic buildings with four distinct park/plaza areas to celebrate the industrial character of the past. Two new parking structures incorporated into the design enhance building adjacency while providing more than 800 cars that are hidden below functional plaza space yet easy to access.

Site Plan Information									
Historic Buildings			New Buildings					Total sf	
	total sf	ht		sf / floor	flrs.	total sf	avg ht	Exist+New	parking
North Site 1									
A Twigg / Kneass	11,325	25'	B - office	18,200	6	109,200	81 '		
			C - office	18,050	5 & 6	108,300	68' & 81'		
Total sf North Site 1	11,325					217,500		228,825	
parking req'd @ 1/1000						220			
North Site 2									
Historic Bldg 101	58,268	72'	D - office	26,160	4 & 5	130,800	67' & 80'		
Historic Bldg 102	8,424	48'	E - office	22,600	5	113,000	80'		
Historic Bldg 104	37,641	60'							
Total sf North Site 2	102,333					243,800		346,133	
parking req'd @ 1/1000						244			
parking provided level 1									302
parking provided level 2									276
South Site 3									
Historic Bldg 113/114	86,346		F - office	16,800	4	67,200	70'		
Historic Bldg 115/116	36,000		- retail			15,900			
Historic Bldg 14	16,310		G - office	16,800	4	65,700	70'		
			- retail			1,500			
			H - office	16,800	4	65,700	70'		
			- retail			1,500			
Total sf South Site 3	138,656					217,500		356,156	
parking req'd @ 1/1000						218			
parking provided level 1									93
parking provided level 2									132
Total	252,314					678,800		931,114	803

A Platform for Expression

PIER 70 ART COALITION (P70AC)

The development team is committed to creating an Art, Entertainment and Recreation quarter that will accommodate San Francisco's unique Culture while concurrently enhancing neighborhood character and the desire to occupy the new Pier 70 Structures.

Over the past decade San Francisco has been at the forefront of the community-based art movement, with origins outside the traditional models and institutions associated with artistic expression. Organizations such as the Black Rock Arts Foundation (BRAF) have pioneered a move to rotating temporary art installations, an approach that has the advantages of supporting local artists, and avoiding the inevitable not-in-my-back-yard complaints that result when trying to install permanent art.

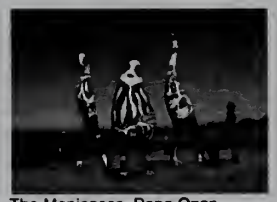
Since its inception in 2001, BRAF's mission has been to support and promote community-based interactive art and civic participation. For these purposes, interactive art means art that generates social participation. The process whereby this art is created, the means by which it is displayed, and the character of the work itself should inspire immediate actions that connect people to one another in a larger communal context. The goal of the proposed public art program is to create this environment in the Pier 70 neighborhood.

The ultimate objective is to establish a Pier 70 Art Coalition that will be responsible to selecting and displaying public art in the neighborhood. To kick-start this process during the initial site development period we propose that the Black Rock Arts Foundation run a Civic Art Program at the Pier 70 site for a period of approximately two years. At the end of this period BRAF would hand over curatorial control of the area to P70AC, which would consist of representatives of local businesses and other organizations, and the Port.

The Port could elect to maintain final approval of selected pieces and installation requirements, as is currently the case.

This model has been very successful at the Patricia's Green site in Hayes Valley, San Francisco. Following BRAF's initial installation of the David Best Temple at the site the local neighborhood formed the Hayes Valley Art Coalition and has effectively maintained curatorial control of the site, under overall direction of San Francisco Recreation and Parks. The Hayes Valley Art Coalition represents the interests of the neighborhood, raises funds from local businesses, and coordinates the installation process with assistance from BRAF and other organizations.

Stan, Finley Fryer


The Monicacos, Pepe Ozan

The Dreamer, Pepe Ozan

BLACK ROCK ARTS FOUNDATION

PIER 70 ART COALITION (P70AC)

The proposed program is as follows:

- Installation locations are the Lot 2 elevated plaza, the main plaza between the historic buildings on Lot 4, and the open space along 20th Street on Lot 3. Fifteen to twenty locations are envisaged in total.

- In addition to exterior locations the interior of H113/114 could be used for exhibit space and potentially also for works in progress. To further engage the neighborhood and the public in the artistic process some of these locations could incorporate artists working on larger scale outdoor sculptural pieces.

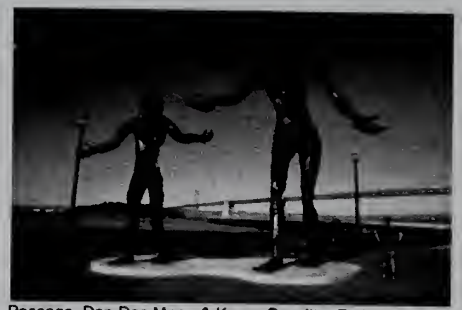
- Installations would be rotated every six to twelve months depending on size and complexity. A public process would be used to select the works, with a focus on local artists, especially those moving into the Pier 70 neighborhood.

- The site development program includes a series of purpose-built platforms at selected locations suitable for rotating art installations, in different sizes ranging from about 6'x6' to 12'x12'. The concrete platforms with decorative finishes would include power, lighting, and embedded adjustable anchorage system to facilitate securing pieces of different sizes and shapes.

- The final program scope and budget would be developed in accordance with the overall site plan. Past project experience indicates that typical installation costs for small-to-medium-sized pieces ranges from $10,000-$30,000 and from $50,000-$150,000 for larger and/or more complex installations.

David Best Temple, Patricia's Green, San Francisco

Raygun Gothic Rocket Ship, Embarcadero



Passage, Dan Das Mann & Karen Cusolito, Embarcadero

Flock, Michael Christian, Civic Center

A Platform for Expression

Machine Shop Plaza Building 113/114/115/116/14

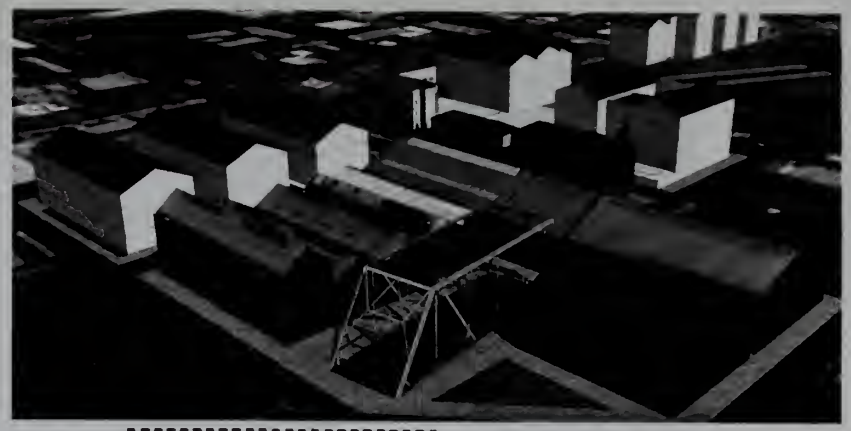
Proposed Name: Bridge Iron Plaza

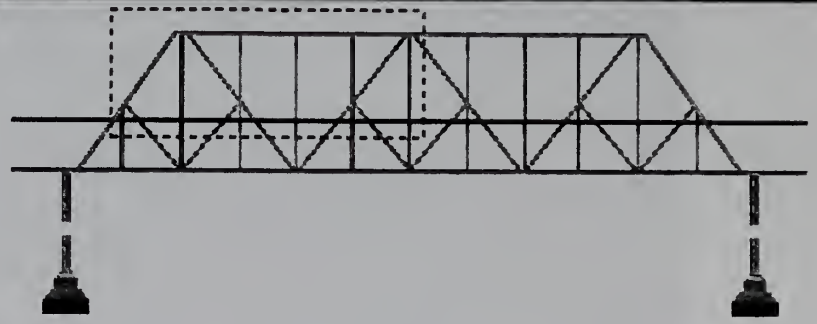
Machine Shop Plaza, as envisioned in the Preferred Master Plan, provides a focus for the activities of the revitalized Union Iron Works Machine Shop (Bldgs 113-114), the Foundry and Warehouse Bldgs (115-1160 and the Heavy Warehouse (Bldg 114). Locally the Bethlehem Steel not only developed and operated the Pier 70 Shipyards from 1906, but also provided steel for the construction of the Golden Gate and Bay Bridges in 1930's. (http://www.hsp.org/node/2939)

The existing eastern span of the San Francisco Oakland Bay Bridge is seismically deficient and is being replaced. However, the bridge was nominated as a historic structure, which qualifies it for preservation or documentation of its history. Caltrans is committed to document the bridge, through pictures/video/mobile museum display, and preserving certain components.

Both Peter Brandon and Mark Sinclair are actively involved in the Friends of the Gateway (FOG) a group committed to creating a compelling vision for the proposed Gateway Park at the West Oakland landing point of the bridge. The group has been actively engaging Caltrans and other stakeholders regarding the possibility of repurposing portions of the bridge for reuse at the park. From these discussions we understand that smaller pieces and components will be preserved as a matter of course, larger components, up to and including whole spans, have been discussed. We understand that viability and the cost differential for salvage versus scrap is currently being investigated by Caltrans.

Since this process is still underway the proposed reuse plan for pier 70 is necessarily conceptual. However, given that Caltrans is interested and actively studying reuse, we are optimistic that our concept could be feasibly accomplished within the proposed overall Pier 70 project plan and budget.





CULTURESTRUCTURE, in collaboration with Friends of Gateway (who is seeking locations to exhibit salvaged sections of the deconstructed Bay Bridge), proposes to re-use a major portion of one of the "504's", highly recognizable elements that form a portion of the Eastern Span. Supporting the numerous entertainment and recreation activities envisioned for the surrounding buildings, the 504 would provide a flexible armature for performance lighting, sound, and backdrops for concerts and outdoor events and suspension points for fixed and kinetic art exhibits and recreation activities while maintaining another important element Pier 70's industrial heritage.

Conceptual Master Plan

Conceptual Master Plan

Development Management and Consultant Team Information

DAS Development Advisory Services, Inc.

576 Sacramento Street, 7th Floor, San Francisco, CA 94111 Phone: 415/235-5321

Peter Brandon has directed the development of more than $2 billion of value in commercial and mixed-use project types working or consulting with distinguished companies such as Lincoln Property Company, Bank of America, Jones Lang Wootton Realty Advisors, Koll Bren Schrieber Realty Advisors, Jay Paul Company and Trammell Crow Company, within the United States and throughout Asia.

Most notable was his responsibility for all entitlement and planning related activities as well as lead implementation manager for the Pacific Shores Center project, a 252-acre site recognized for its extraordinary sustainable design principles implemented before the establishment of LEED criteria. Located on San Francisco Bay in Redwood City. Originally, the site consisted of a former cement factory and degraded wetlands. After a complex entitlement process, the property received approval for 1.8 million square feet of commercial space, 40 acres of recreational improvements, a 10-acre public port facility and a separate 135-acre wetland restoration site. Built over an 18 month period the Pacific Shores Center project was awarded the San Francisco Business Times "Commercial Development of the Year."

PROJECT AND INDIVIDUAL AWARDS

- Award of Excellence by the San Mateo County Economic Development Association for Outstanding Contribution to San Mateo County
- Best Environmental Mitigation Plan by the American Association of Port Authorities for Marsh/Tidal Wetland Restoration
- Award for Outstanding Volunteerism by the City of Redwood City and County of San Mateo
- Environmental Award of Excellence by the San Mateo County Economic Development Association for Innovative Environmental Design and Implementation
- Gold Nugget Award at the Pacific Coast Builder's Conference for the Best Site Plan Design

Significant recent projects include conceptualization and site master planning for the reuse of a former 40-acre San Francisco waterfront electric power plant.

Peter Brandon holds a Bachelor of Science degree in Business Administration from Philadelphia University, Pennsylvania and a Master of Business Administration degree from Golden Gate University, San Francisco. He is an active member of ULI and Lambda Alpha Land Economics Honor Society.

NCA

3991 MacArthur Blvd., Suite 125 Newport Beach, CA 92660 Phone: 949/474-0122

NCA Real Estate, Inc.

NCA REAL ESTATE ("NCA") is a privately held real estate development, investment and consulting firm formed in October 2002 and based in Newport Beach, CA. The company has deep roots and strong relationships in the institutional and private equity capital markets and expertise in all product types. Currently, NCA is involved in asset acquisitions and development in California and Arizona and is looking at projects in other major metropolitan areas in the US. The company also provides asset advisory services to real estate owners and capital providers. The partners have over 100 years combined real estate experience in the areas of Acquisitions and Dispositions, Finance, Asset and Portfolio Management, Entitlement and Development.

General Strategy

NCA's general strategy is to form collaborative alliances with institutional and high net worth partners to pursue targeted investments in supply constrained urban or high-density suburban areas with increasing product demand. Investment opportunities sought by the company include mixed-use, hotel, retail, office, medical office and residential properties in the Southern California counties of Los Angeles and Orange and in other select major markets in the West. The firm's primary objective is to create value through the application of nearly a century of experience in multiple disciplines within the real estate industry. The company seeks to achieve superior risk adjusted returns from value-add (leasing/ entitlement/ repositioning/ rehab) and opportunistic (ground-up development/ adaptive re-use) opportunities with multiple exit strategies. NCA may also pursue unique investment and development opportunities including but not limited to entertainment venues and niche housing, in most product types.

REPRESENTATIVE PAST PROJECTS - Hollywood Mixed-Use

The Hollywood Paladium

- Located in Hollywood on famous Sunset Blvd adjacent to the Sunset Media Tower
- 20M renovation of existing 65,000 SF (an additional 18,000 SF Mezzanine) historic entertainment venue and 10,000 SF of retail/restaurant use – long-term lease with Live Nation, the largest concert producer in the world
- Potential development of a 26-story hotel and residential tower (~422,000 SF) with 400 hotel rooms and 50 dwelling units
- Approximately 85,000 SF of common area will include lobby, management offices and meeting space
- Potential development of a 237,000 SF, 13- story office building with podium parking
- Potential development of an additional 20,000 SF of retail space
  Total parking – 4 levels subterranean and 6 levels above-grade – 1,021 spaces

REPRESENTATIVE PAST PROJECTS Hollywood Mixed-Use

The Highland Center

Located in Hollywood along Highland Ave one block from the famous Hollywood & Highland intersection, the renowned Kodak Theater, legendary Grauman's Chinese Theater and the Hollywood Walk of Fame

Potential development of a 24-story hotel tower (420,500 SF) with 450 hotel rooms with ancillary retail components Including 16 residential units Including a 140,000 SF, 6-story office building Total parking – 5 1/2 level subterranean and 3 levels above-grade – 1,120 spaces

1800 N Argyle

Located in Hollywood along Argyle Avenue with frontage along US Hwy-101 and one block from the world famous Capitol Records building

Potential development of a 16-story hotel (~120,000 SF) with 218 hotel rooms

The 19,658 SF site is currently occupied by a five-story, 38,000 square foot office building originally built in the 1960's. The office building is currently vacant

The parking podium will be comprised of three levels of above- grade parking containing a total of 109 parking spaces

Approximately 8,500 SF of space will be dedicated to hotel lobby, restaurant and management offices. The fitness center and pool deck will be located on top of the parking podium

CURRENT NCA PROJECTS

Medical Office Strategy

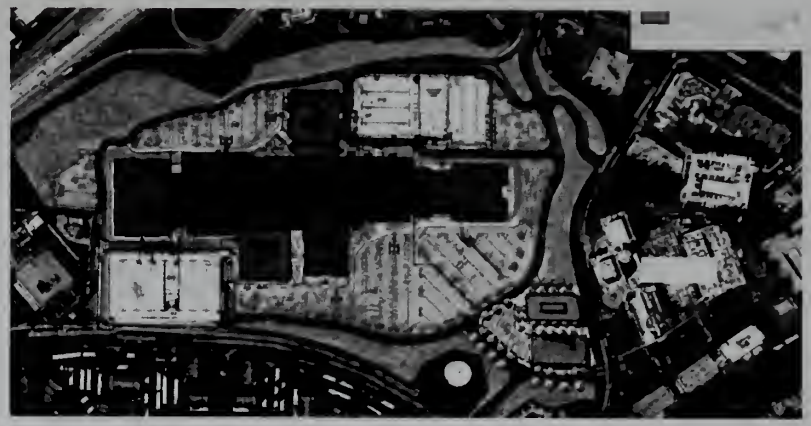
In 2009 NCA initiated a strategy to purchase or lease from regional mall owners vacant buildings or underutilized parking fields and outparcels for adaptive re-use by healthcare-related companies. As a part of this strategy NCA formed relationships with two of the largest retail mall owners in the US to source potential redevelopment opportunities. NCA has also formed an affiliation with Hammes Company (one of the largest development and consulting firms servicing the healthcare industry in the US) to entitle, lease, co-develop and operate these properties.

NCA Laguna Hills Mall Medical Center

Located at the Laguna Hills Mall directly across the street from Saddleback Memorial Medical Center

Entitlement and ground-up development of a 120,000 square foot medical office building and six-level parking structure

NCA Mission Viejo Mall Medical Center



Located at the Mission Viejo Mall across the street from Mission Hospital

Entitlement and ground-up development of a 100,000 sf medical office building with a four-level parking structure

PARTIAL PAST PROJECT EXPERIENCE OF NCA MEMBERS

Commercial Projects

- Acquisition of Newport Gateway – 425,000 SF, 2-building Class- A office complex in Newport Beach, CA
- Acquisition of Cumming Town Center – 300,000 SF, multi-anchored retail center in Cumming, GA
- Acquisition of Executive Square – 312,000 SF, 3-building Class- A office complex in San Diego, CA
- Acquisition of a distribution building – 300,000 SF industrial project in Anaheim, CA Arranged financing for industrial portfolio (14 properties) of $120 million for the Irvine Company
- Arranged $65 million debt financing for CJ Segerstrom & Sons on Center Tower Office Building
- Arranged total financing of $140 million for Koll Center Irvine – a JV between Koll Company and Cigna Investments
- Acquisition of Mobil Center – 1.2 million sf of office in New Orleans, LA

Multi-Family Projects

- Acquisition of Riverfront – 228-unit apartment project located in San Diego, CA
- Acquisition of Casa Mango – 96-unit apartment project located in Del Mar, CA
- Acquisition of The Pointe at Cupertino – 116-unit apartment project located in Cupertino, CA
- Acquisition of the Lakes at Welleby – 320-unit apartment project in Sunrise, FL
- Development of Tierra Vista – 404-unit apartment project in Oxnard, CA
- Development of Morgan Park – 148-unit apartment project in Vacaville, CA
- Arranged financing of 1,400 unit Oakwood Apartments in Newport Beach, CA
- Master Planned / Mixed-Use Pacific Shores – entitlement of 1.8 million sf of office and 500 dwelling units in Redwood City, CA
- Brookside Estates – re-positioning of the 1,188-acre Brookside Estates community containing approximately 3,000 residential units, a 100+ acre business park, private golf course/clubhouse, several hotels and restaurants in Stockton, CA
- Woodcreek North & West – re-positioning of the 1,200 acre Woodcreek project with
- Approximately 2,500 homes, a public golf course, two schools, several parks and churches in Woodcreek, Roseville, CA

Multi-Family Projects – cont'd

- Rancho Santa Margarita – re-positioning of the 5,000-acre master-planned community including
  Rancho Santa Margarita – re-positioning of the 5,000-acre master-planned community including approximately 14,000 dwelling units housing 40,000 residents, a 700-acre business park and town center, a county library, several parks, a lake with a beach, eleven public and private schools, over a dozen places of worship and a tournament-quality golf course in Rancho Santa Margarita, CA
- Hartle Ridge – land acquisition and entitlement of a 250 dwelling unit single family and town home community in Orlando, FL

Medical Office Buildings

- Strategic Planning and Development of MedCenter Kernersville – 40,000 SF medical office building in Kernersville, NC
- Strategic Planning and Development of MedCenter High Point – 76,000 SF outpatient surgery center and medical office building in High Point, NC

PARTIAL CLIENT, PARTNER AND INVESTOR LIST

- State of Michigan Retirement System o AEW Capital Management
- Copley Real Estate Advisors
- Allstate Insurance
- Buchanan Street Partners
- Lyon Capital Ventures
- Essex Property Trust
- Fannie Mae
- Holland Partners
- LaSalle Investment Management
- Common Fund
- Cigna
- Met Life
- Prudential
- Aetna Life Insurance
- Principal Financial
- Mass Mutual

Note: Projects indicated have been worked on and completed by members of NCA, however some not while at NCA

The Hollywood Palladium, Hollywood, California

DAVID J. ZAK

David J. Zak is principal of Newport Capital Advisors ("NCA") a real estate investment and operating company based in Newport Beach, CA and formed in October 2002.

Mr. Zak is responsible for the overall execution of the company's various initiatives and business strategies. He maintains and assists in the expansion of the company's different types of capital sources from institutional to private equity and generally leads in the negotiation efforts on key value aspects of existing assets and in the acquisition of new properties.

Mr. Zak has over 30 years of real estate experience specifically in the areas of real estate finance and acquisitions, asset and portfolio management and project and corporate operations. Most recently he was Chief Operating Officer for Koll Bren Schreiber Realty Advisors ("KBS") in Newport Beach, California having helped form the company in June of 1993 assembling its asset management, disposition, accounting and reporting entities.

During his eight-year tenure KBS invested approximately $4.25 billion in 35 states. Mr. Zak was a member of the investment committee and was responsible for all portfolios and assets under management as well as all disposition activities which totaled approximately $3.0 billion during this period. During this time the company developed approximately $250MM in new ground-up office and mixed-use developments and additional $250-300MM of redevelopment of existing projects.

Mr. Zak also directly ran (4) portfolios valued at approximately $800 million, which included all commercial and income property product types ranging from Class A-C office, major industrial and retail centers, multi-family projects, hotel and marina properties as well as vacant land parcels and their entitlement efforts. Mr. Zak achieved returns on these portfolios which exceeded IRR's of 20% on an unleveraged basis - the highest returns of the company's then 16 funds. He left KBS in April 2001.

Mr. Zak began his real estate career at W. Ross Campbell Company ("WRC"), a correspondent provider of equity, debt, and joint venture capital from insurance companies including: CIGNA, Metropolitan Life, Massachusetts Mutual, Prudential, Equitable Life and others. During his nearly 14 years at WRC, Mr. Zak ran the Orange County Office eventually becoming one of three primary owners of the company. Mr. Zak provided over $1.25 billion in debt and equity capital to many of the top real estate operating companies in the West including: The Irvine Co., The Koll Co., Trammel Crow Co., the Segerstom Family, Donahue Schreiber, The Hahn Company (and TrizecHahn), and many others.

DAVID W. NIX

David Nix is a senior partner at Newport Capital Advisors ("NCA") having joined the company in January of 2005. He is critically involved in the effort of the company toward its strategy of acquiring adaptive reuse project opportunities in the Western United States for re-entitlement and development into mixed-use projects including residential, office, retail and hotel components. In this capacity, Mr. Nix is responsible for managing a team of architects, engineers, attorneys and consultants in the preparation of environmental impact reports, feasibility analyses, tentative and final subdivision maps for local jurisdictional approvals. In addition, Mr. Nix oversees many of the day-to-day operations of the company and its various financial requirements.

Mr. Nix has been involved in the real estate industry for 29 years and has wide-ranging experience in the entitlement, development, financing and asset management of commercial and residential real estate. During the first half of his career, Mr. Nix worked on the development side of the business – primarily focused on the office, industrial and retail sectors. During the ten years immediately prior to joining NCA, Mr. Nix primarily worked on the investment side where he was responsible for large-scale master- planned community development and multi-family investments for institutional investors.

Prior to joining NCA, Mr. Nix was a Principal with AEW Capital Advisors – a pension fund advisor specializing in real estate investments. Mr. Nix was responsible for the firm's Western U.S. residential portfolio including fourteen master-planned communities and over 7,500 multi-family units. Land assets encompassed over 20,000 acres for build-out of approximately 50,000 residential units and 50 million square feet of commercial property. Mr. Nix' deal sizes ranged from $10 million to $300 million per project.

Prior to joining AEW, Mr. Nix was a founder and partner of McLachlan Investment Company – a commercial and residential development company. During his tenure with McLachlan, the firm developed and managed a $500 million portfolio of over five million square feet of commercial property and the construction of over 1,000 single-family homes.

Prior to McLachlan Investment Company, Mr. Nix was a regional Chief Financial Officer for the Orange County-based division of the Trammell Crow Company. During his tenure with Trammell Crow, this division developed a $450 million portfolio of commercial and land development properties.

Mr. Nix received a Bachelor of Science degree from the University of California at Riverside in 1974 and an MBA from UCLA in 1977.

RUDOLPH and SLETTEN, INC

History and Relevant Projects

Onslow Rudolph and Ken Sletten joined forces in 1960 and, with the mutual goal of building a quality general contracting firm; they formed Rudolph and Sletten, Inc. Their fundamental goals were to provide the highest level of construction management expertise at the most competitive price, to be an innovator in delivering new services as customers' needs evolved, and to make all of Rudolph and Sletten's clients repeat customers. These values are still relevant today.

With nearly $2 billion in backlog, Rudolph and Sletten is capable of providing preconstruction, cost estimating, general contracting and construction management services on any type of project. As of 2010, Engineering News Record ranked Rudolph and Sletten 4th among top general building contractors in California.

Rudolph and Sletten's efforts on the San Francisco Pier 70 project will be led by Mike Detata, Preconstruction Executive. Mike has been with Rudolph and Sletten for 22 years. One of Mike's strengths as a Preconstruction Executive is specializing in providing accurate budgets at the early conceptual stage by visualizing all the costs associated with the project and accounting for them with realistic market place unit costs.

Mike has a long-standing history working on previous projects with Peter Brandon, ELS Architects and Degenkolb Engineers that dates back over 15 years. Mike and Peter Brandon worked together on Pacific Shores Center in Redwood City where Rudolph and Sletten's headquarters now reside. Mike and Kurt Schindler of ELS worked together for over a year in preconstruction efforts on the historic California Fox Theater in downtown San Jose.

Born in San Francisco, Mike's history with the Pier 70 area brings a local flavor to the project team. During the post World War II era, Mike's father, a thirty five year resident of San Francisco, worked for the Bethleham Steel Ship Building company at Pier 70 as a union pipe fitter's helper in order to help pay his way through studies at the University of San Francisco.

Rudolph and Sletten has an excellent history and understanding of construction projects in the Mission Bay, San Francisco area. Within the past eight years alone, Rudolph and Sletten has constructed close to $300 million worth of construction in Mission Bay, totaling over 500,000 square feet of construction.

Onslow Rudolph and Ken Sletten

The California Fox Theater – San Jose, CA

UCSF Cardiovascular Research Building – Mission Bay, San Francisco, CA

Pacific Shores Center – Redwood City, CA

The Monterey Bay Aquarium, Monterey, CA

Apple Campus – Cupertino, CA

E|L|S Architecture and Urban Design

History and Relevant Projects

ELS is a 35-person architectural practice with a 44-year history of designing public places. We specialize in performing arts and entertainment venues; retail and mixed use projects; civic, educational and recreational facilities; and urban design. Many of our projects involve renovation and historic preservation, such as the Schnitzer Concert Hall at the Portland Center for the Performing Arts, the nationally landmarked Fox Theatre in Oakland and The Mission Inn in Riverside, California.

Our portfolio includes many thriving performing arts and entertainment facilities, such as the 7,100-seat Nokia Theatre at L.A. LIVE in Los Angeles; the renovation of the historic California Theatre for Opera San Jose; the Portland Center for the Performing Arts; the Firehouse Arts Center in Pleasanton, California; Grand Theater Center for the Arts in Tracy, California; and the 6,350-seat Nokia Live! at Grand Prairie in Texas. Our extensive portfolio of recreational projects includes the recently completed East Oakland Sports Center; the LEED® Silver Morgan Hill Aquatics Center; the Recreation and Events Center at Cal Poly; and several projects at Stanford University.

Kurt Schindler, aia, LEED® AP - Principal

Since joining ELS in 1981, Mr. Schindler has served as principal for most of the firm's theater and historic renovation projects. Over his professional career he has been involved in programming, design, and feasibility studies for more than two dozen cultural facilities, and he possesses special expertise in assessing the adaptive reuse or upgrade potential of existing buildings.

Mr. Schindler's completed projects include the renovation and restoration of the historic national landmark, the Mission Inn, in Riverside, California, Nokia Theatre L.A. LIVE, a 7,000 seat entertainment venue in Los Angeles, California, the renovation of the 1,200-seat California Theatre in San Jose, the 600-seat Berkeley Repertory Theatre, the 187-seat Morgan Hill Playhouse, and the 6,350-seat Verizon theater in Texas. His recently completed projects include the 1920's Grand Theatre Center for the Arts in Tracy, California, the 1928 Oakland Fox Theatre and the 1934 3,000-seat Civic Auditorium in San Jose.

Mr. Schindler led the award-winning restoration of the Arlene Schnitzer Concert Hall at the Portland Center for the Performing Arts. This 2,750-seat concert hall, converted from a 1928 Rapp & Rapp Paramount movie house, is used by the local symphony and touring musical shows.

E|L|S Architecture and Urban Design

Historic National Landmark Buildings Relevant Structures

ELS has provided architectural services for repairs and improvements for four National Landmark buildings, including:

The Mission Inn Riverside, CA

Once a Southern Californian resort destination, this historic National Landmark built between 1903 and 1931, now occupies an entire block in downtown Riverside. The cornerstone of the downtown's redevelopment, the 300,000 s.f. rehabilitated hotel, with its complex of 240 guest rooms, courtyards, chapel, museum, and dramatic public spaces, has been restored to its original splendor. *The project received a California Preservation Foundation Award for Rehabilitation.*

Historic Old Administration Building Fresno City College, Fresno, CA

The Historic Old Administration Building, a National Landmark originally built in 1916, was the first permanent structure of the Fresno State College campus and is now the iconic center of the Fresno City College campus. The unreinforced masonry building has not been in use since 1975. In 2002, a local bond was passed to rehabilitate and adapt the 110,000 sf building into an education facility with classroom space for 2,000 students, a 660-seat performing arts auditorium and four shared spaces for community uses. *The project received a AIA East Bay Merit Award*

Temple Sherith Israel San Francisco, CA

Temple Sherith Israel, a National Landmark, combines Sephardic (Spanish and Portuguese) architecture and decoration, including mahogany woodwork, stained glass windows, and a highly painted decorative interior that extends up into the 60 ft diameter dome. The ELS seismic design strengthens the 1904 unreinforced brick structure with solutions that will maintain and protect the temple's historic character and interior. *The project received a California Preservation Foundation Design Award for Craftsmanship/Preservation Technology.*

Oakland Fox Theatre Oakland, CA

The Oakland Fox Theatre, a National Landmark, was built in 1928 in a mixture of Indian, Moorish, and Medieval styles, and was renovated for use as a live performing arts complex, making it the centerpiece of a new arts and entertainment district intended to revitalize the surrounding Uptown district. ELS, who developed the original design concept for preservation and reuse of the theater and is the historic architect for its restoration, reduced the original 3,200-seat house to accommodate a flexible capacity from 1,500 to 2,800 seats and create room for an open dance floor, standing room, or cabaret-style or fixed seating at the orchestra level. *The project won a National Trust for Historic Preservation Honor Award.*

California Theater San Jose, CA

Built in 1927, the California Theatre has been recast as a regional arts facility for opera, symphony, film and events, complementing the adjacent Convention Center and South First Street Arts District. The historic façade, illuminated blade sign, marquee, and decorative interiors were completely restored. The stagehouse was expanded to meet requirements for contemporary touring companies, opera use in particular. In addition to a complete seismic upgrade, two new ancillary buildings augment theater production capability, and a new exterior entry courtyard provides outdoor event space. *The project received a U.S. Institute for Theatre Technology (USITT) Honor Award in Architecture and a California Preservation Foundation Design Award for Rehabilitation.*

Portland Center for the Performing Arts Portland, CA

Recognized as one of the top performing art centers in the country, the Portland Center for the Performing Arts includes a 900-seat theater in Edwardian style for drama and dance; a 450-seat experimental theater with moveable floor, flexible seating and staging arrangements; a historically renovated 1928 Arlene Schnitzer Concert Hall seating 2,700 for use by the symphony, dance and touring musical shows; and complete support facilities for all three stages. Located on two downtown blocks, a plaza connects all lobbies. *The project received a USITT Honor Award in Architecture.*

San Jose Civic Auditorium San Jose, CA

Built in 1934, the San Jose Civic Auditorium is a Spanish mission-style, dual-level venue that hosts a variety of events including concerts, performing arts, general assembly, meetings and special events. Located directly across the street from the San Jose McEnery Convention Center, ELS is renovating the Civic Auditorium to feature 3,001 seats in concert form; 500 seats in banquet form; four meeting rooms for 110 seats and five concession spaces as well as public restroom improvements. This facility is used to supplement the San Jose Convention Center with overflow meeting capacity.

DEGENKOLB ENGINEERS

FIRM PROFILE

Founded in 1940, Degenkolb Engineers is the country's oldest earthquake engineering firm and is focused on healthcare, higher education, government, lifeline, energy, life science and high tech institutions in high seismic zones.

Our award-winning structural designs have saved clients more than $550 million in the past ten years. We have led or participated in the development of every US based seismic code used today.

Degenkolb's San Francisco office is located in the Russ Building, a steel-frame/masonry- infill structure constructed in a similar fashion to building H101

With 180 employees, Degenkolb is a pioneer in displacement-based analysis, performance-based engineering, and protective systems for high seismic performance in new and existing structures. As a result we minimize the cost of seismic strengthening and new design.

We leverage our expertise gained from over 70 years of post-earthquake reconnaissance, and therefore knowing which structural systems and strengthening techniques have succeeded after major events, and which have failed.

Our engineers value the preservation and re-use of culturally and historically significant structures. They have experience in not only designing strengthening schemes but also studying potential new program uses within existing structures.

We have pioneered the use of innovative technologies for more than 30 years: Steel Shear walls, Eccentric Braced Frames, top down basement construction, slurry walls construction, sustainable design using alternate materials, advanced displacement based analysis, fiber wrapped concrete columns, passive damper walls, buckling restrained braces, and more.

Routinely recognized for innovation, Degenkolb Engineers has won more than 100 national and local awards for engineering excellence in the past twenty years and is the only engineering firm in the country to have two engineers named to the National Academy of Engineering.

Mark Sinclair, Principal

Mark Sinclair will serve as the Degenkolb technical advisor for the Pier 70 project.

M.E. Civil, Canterbury University, New Zealand, 1993
California Structural Engineer, 2004, License No. 4712
Mark is a Principal in our New Technology Group where he is developing new analysis and design techniques related to our core seismic/structural engineering practice, and expanding the firms reach into new services and markets. In applying these technologies to our projects he works toward providing clients with higher performing buildings at lower construction cost.

To balance this elaborate computer work, Mark provides engineering support for public art projects, mostly on a pro bono basis. Mark and other engineers at Degenkolb have provided the structural engineering services for the design or installation/permitting of all of the installations shown in the proposed Pier 70 Public Art Program. He currently serves on the Board of Directors of the Black Rock Arts Foundation, the nonprofit art foundation started by the founders of Burning Man.

Robert Pekelnicky, Associate Principal

Bob Pekelnicky will serve as the Degenkolb Project Manager for the Pier 70 project.

M.S. Structural Engineering, University of Illinois, 2001
California Structural Engineer, 2007, License No. 5083
LEED Accredited Professional

Bob joined Degenkolb in 2001 and has worked on numerous seismic evaluation and rehabilitation projects. He specializes in making community and business infrastructure resilient against earthquakes, explosions, and other hazards. He has applied his multi-hazard mitigation knowledge to various projects in high technology, government, and healthcare sectors. Bob has been instrumental in the San Francisco's Planning and Urban Research (SPUR) disaster resilient city initiative and is very active in developing better performance based earthquake engineering methodologies, building codes and standards.

DEGENKOLB ENGINEERS RELEVANT PROJECT EXPERIENCE

Le Conte Hall, U.C. Berkeley

Designed in the 1920's by John Galen Howard, Le Conte Hall is located at the center of the campus. The Beaux Arts style four-story reinforced concrete structure has been home to a world-renowned Physics department, with 7 Nobel Prize winners since 1931.

Degenkolb developed a strengthening scheme that reduced the need for new concrete shear walls by 20%, eliminated costly rock anchors, and saved the University $1.2M in retrofit construction costs while still achieving the required seismic rating.

The Awhahnee, Comprehensive Seismic Rehabilitation, Yosemite National Park, CA

Degenkolb is currently under contract to design the seismic strengthening of The Ahwahnee. An advanced seismic analysis that utilizes the rocking resistance of the natural stone columns is being used to minimize the required seismic strengthening.

Charles Krug Winery, Napa, CA

Charles Krug founded his winery in 1861. Now owned by Mondavi it is on the National Historic Registry, and the oldest continuously operating winery in Napa Valley.

The team operated without the aid of existing drawings, including lack of any foundation information. The seismic rehabilitation was carefully detailed to reduce visible impacts. For example, new steel columns were disguised as existing wooden columns to preserve the historic integrity of the building.

Walt Disney Family Museum, Seismic Rehabilitation and Re-use, San Francisco, CA

SHERWOOD DESIGN ENGINEERS

Philosophy and Approach

Sherwood has built en unparalleled reputation by providing sustaineble engineering services end design solutions thet reflect our deep commitment to outstanding buildings connected to regenerated landscapes. Our ebility to integrete the aesthetic, environmental, technical, sociel, and economic considerations of e project into high-quality, successful designs is reflected in the consistent eccleim for our firm's work. As civil and environmental engineers we believe that true susteinebility requires considering all aspects of a project's design and development, and eveluating its relationship to the community end ecosystems. Our planning work takes specific site research to assess environmental and ecologicel constraints end opportunitles within the built environment, and our engineering design brings the insights developed during this rich process to fruition.

Sherwood's design philosophy is rooted in the colleborative design process, and we are continually selected to work to integrate sustaineble, integrative site concepts across a range of project components. Our approach involves close colleboration with ell teem members involved, both public and private. Central to Sherwood's process is our role bridging sustainebility divers thet set the teem direction and provide e colleboretive touch point for the developer, erchitect, planner, engineers, lendscape architect and public agencies. Our methodology bridges an understandlng of development process, cost reality checks, end permitting requirements. For projects like Mission Bey Block 26A, Mission Bey Mejor Phese Planning, 110 Embarcadero and the San Francisco Streetscape Master Plan, we worked tightly with world-class erchitects, consultants, DPW, SFRA, SFPUC, Port Authority, Meyor's offices, end other agencies, to deliver comprehensive and innovative products. Sherwood has yeers of experience working with the entire City of San Francisco "Family" of public agencies including the SF Redevelopment Agency, SF Planning Department, SFPUC, Department of Public Works, DBI, and Mayor's Office of City Greening, emong others. Sherwood hes worked to update end enhance city codes and policies to allow for integrated stormwater and green street practices on dozens of recent projects.

Sherwood's expertise in Sustaineble Infrastructure Design is unparalleled both locelly and nationally; our work ties construction documents to the project's vision; ensuring the implementation of our client's design and susteinability objectives. For the Pier 70 – 20th Street Project, Sherwood's role during the master planning process will be to interfece with the developer and design team to lead susteinability planning and provide site engineering. We will refine end document through implementation our design approach to such infrastructure elements as potable and nonpotable weter systems, graywater systems, bleck water systems, rainwater systems, stormwater manegement, roadwey systems, urban ecology, carbon management, and site energy systems.

Our team's epproach to the to the Pier 70 – 20th Street project acknowledges the challenges inherent in developing en historic district with strong sustainability goels end that success will require collaboration across disciplines and en integrated design approach through plenning, documentetion and construction. This component of the project is where Sherwood is strongest, having been founded on the core values of creativity, susteinebility, and technical expertise; end having published the only book on Sustaineble Infrastructure which covers in deteil our approach to sustainably-oriented integrated design assignments.

UCSF Mission Bay Parking Structure, San Francisco, CA

S. Bry Sarté, PE, LEED AP

Bry Sarté, founder of Sherwood Design Engineers, leads a group of civil and environmental engineers based in San Francisco, New York, and Cambridge. As a leading designer in green and sustainable engineering, he has been published internationally and has made significant contributions to contemporary research involving global environmental issues affecting water supply, urban design, material science and energy use. Bry has built an international reputation by providing engineering services and design solutions, which reflect a deep commitment to executing well-planned, sustainable alternatives for communities' world-wide. Mr. Sarté is the author of the recently published John Wiley & Sons book, *Sustainable Infrastructure: The Guide to Green Engineering and Design*, which serves as a comprehensive guide to integrating sustainable strategies into infrastructure planning and design with emphasis on water resource management, site design and land planning.

110 Embarcadero, San Francisco, CA

San Francisco Better Streets Plan, San Francisco, CA

Mission Bay Major Phase Planning, San Francisco

Treadwell and Rollo (A Langan Company)

History and Relevant Projects

The Treadwell & Rollo (T&R, A Langan Company) team provides a unique mix of geotechnical, environmental, site/civil and earthquake engineering services from our five California offices in Sacramento, Oakland, San Francisco, San Jose, and Irvine. From urban brownfield redevelopment to complex waterfront revitalization and from seismic retrofits for mission critical facilities to major infrastructure initiatives, our services yield measurable value to every project we touch. The Langan and Treadwell & Rollo team can also access the expertise of our other 15 offices in the U.S. and abroad.

Since the addition of High Definition Laser Scanning services in 2003, we have offered the most accurate and highly detailed existing conditions surveys possible. This technology allows for the collection of millions of data points in less time and with lower overall cost than traditional techniques, which could prove useful in the historical renovations of Pier 70.

Richard Rodgers, Senior Principal

Richard Rodgers, PE, GE, will serve as the T&R Principal-in-Charge for the Pier 70 project. Mr. Rodgers is currently the Principal-in-Charge providing preliminary geotechnical consultation services for planned development at Pier 70. At present, Mr. Rodgers is in the process of collaborating with site developers and other consultants to assess various development scenarios with respect to the highly variable subsurface conditions at the site. Between our geotechnical and environmental services, T&R has a long history and intimate familiarity with the Pier 70 site.

Pier ½ and Ferry Building, San Francisco; Casa Grande in the new Almaden, San Jose; New Asian Art Museum, San Francisco

Jay Wallace Associates

History and Relevant Projects

Jay Wallace is the owner of a small private equity real estate firm and is Counsel to the San Francisco law firm of Sanger & Olson. Mr. Wallace and Peter Brandon have worked successfully together in the past on the entitlements, permitting and regulatory approvals for the Pacific Shores development.

Current real estate activities include work on the Treasure Island development project, the Treasure Island Marina project, creating a Bay Area apartment investment fund, and working with Peter Brandon on a large mixed-use project in Northern California. Past real estate investments have included successfully acquiring, managing, entitling or developing The Aquarium of the Bay at PIER 39, a hotel property in Northern California, a resort and gaming facility in Northern California and mixed use developments in Northern and Southern California.

Jay's legal practice currently encompasses real estate transactions, entitlements, regulatory approvals and compliance with CEQA and NEPA, business formation, real property development, government affairs, public private partnerships, and real estate and commercial litigation.

Jay has served as a member of the Board of Directors of the San Francisco Port Commission, Waterfront Land Use Advisory Board, the San Francisco Mission YMCA, and The Peninsula Coalition, and he is a member of the Urban Land Institute and the San Francisco Planning and Urban Research Association/SPUR. Jay received his law degree from the University of California, Hastings College of the Law in 1985, and degrees in Philosophy and Political Science from Pitzer College in 1979.

Sanger & Olson

History and Relevant Projects

Sanger and Olson specialize in real estate transactions and related environmental law, land use, litigation, commercial and residential leasing and affordable housing matters.

The firm's practice emphasizes land use and development entitlements; appearances before regulatory and governmental agencies at the Federal, state and local level; real estate and land use litigation; all real estate transactions; corporate and other entity formation; representation in municipal and tax-exempt bond transactions; representation of nonprofit entities in the development and preservation of affordable housing; and commercial and residential leasing.

Sanger & Olson delivers sophisticated legal services in a cost-effective manner while maintaining personalized and unleveraged attorney-client relationships.

Clients include developers, public agencies, institutional real estate advisors, entrepreneurs, investors, and nonprofit housing developers and owners. Rated AV® by Martindale-Hubbell.

John Sanger Principal of Sanger and Olson, Peter Brandon, Jay Wallace and David Zak have a history of working together to create unique and successful Master Planned projects.

John M. Sanger is a founding principal of the San Francisco firm of Sanger & Olson, specializing in real estate law, including land use, environmental clearances and development entitlements. He was graduated from Harvard College magna cum laude in 1965, from Harvard Law School magna cum laude in 1969, and from the Harvard Graduate School of Design with distinction in 1970, with a Masters in City and Regional Planning. From 1993 to 1995 he was Adjunct Professor in Subdivision and Land Development at the University of Miami Law School Graduate Program in Real Property, served as Lecturer in City Planning and Government Organization at the University of California, Berkeley in 1974 and 1977 and was Lecturer in Law, Planning and Urban Politics at San Francisco State University in 1979-1980. He was a senior legal advisor to the Republic of Kazakhstan on privatization of real estate, working through the U.S. Agency for International Development.

Exhibit C

Equity Community Builders, LLC, Build Inc., UP

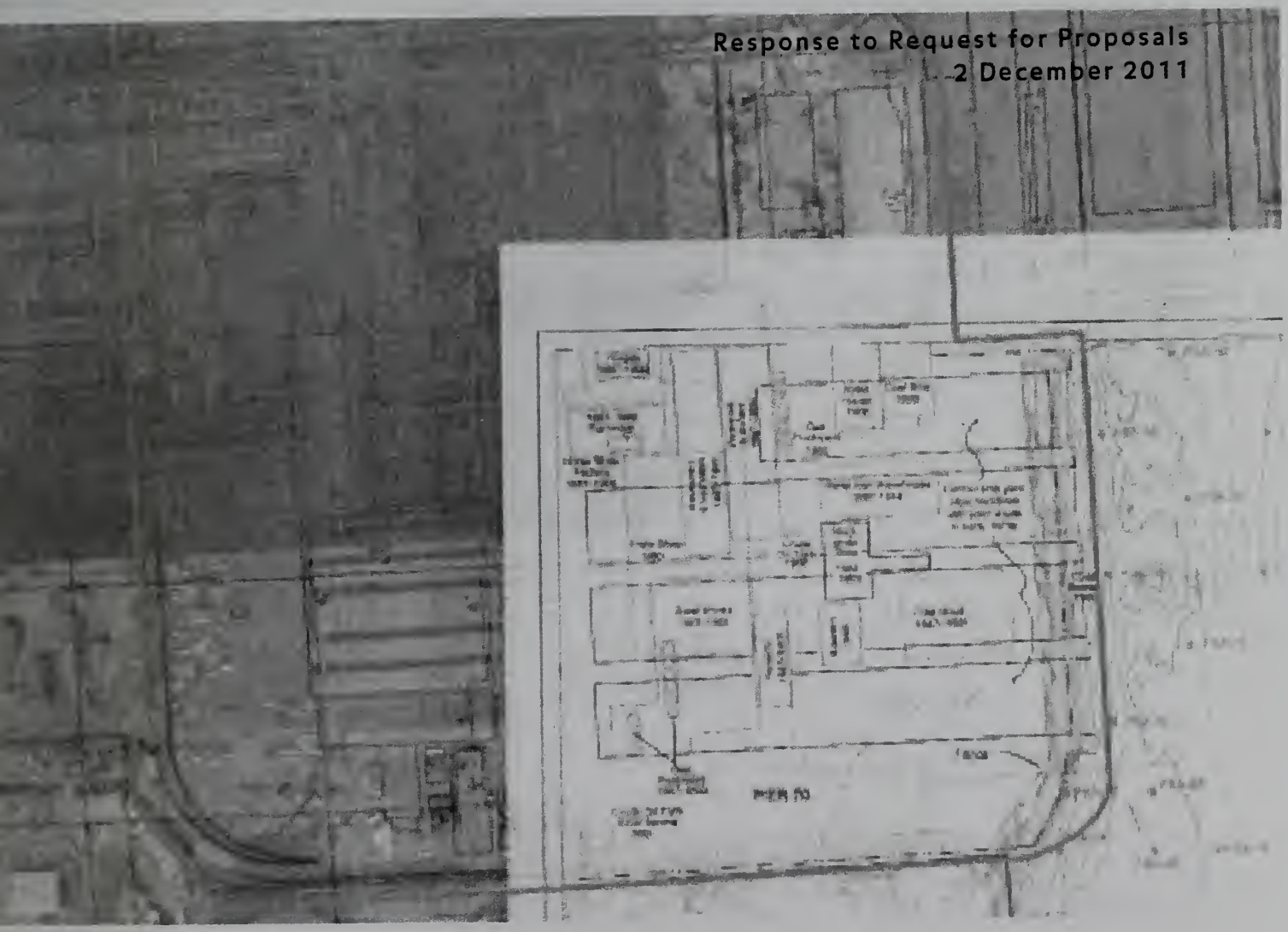
Proposal to the Port of San Francisco

For the Pier 70 20th Street Historic Buildings

December 2, 2011

Pier 70

Response to Request for Proposals
2 December 2011



ecb EQUITY COMMUNITY BUILDERS

UP BUILD INC.

SF YARDS : MAKING & RE-MAKING

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ecb

EQUITY
COMMUNITY
BUILDERS LLC

December 3, 2011

Kathleen Diohep
Project Manager
Port of San Francisco
Pier 1
San Francisco, CA 94111

Re: Proposal for 20th Street Historic Buildings

Dear Kathleen:

In response to the Port's Request for Proposals for the Pier 70: 20th Street Historic Buildings project, dated October 4, 2011, Equity Community Builders (ECB) has joined forces with UP, a nonprofit organization established by Build, Inc. to craft a joint proposal for this exciting development opportunity. Our team's vision for the future of this uniquely situated and historically significant site is outlined in the proposal enclosed with this letter.

We are extremely excited to present our concept to develop the Historic 20th St. District buildings as a nexus for creative cultural endeavors, technological innovation and economic growth. As the gateway to San Francisco's next neighborhood, our intent is to create a dynamic environment of creative ingenuity and entrepreneurial collaboration.

If you have any questions or need further information please don't hesitate to contact me at 415-561-6200 x201.

Regards,

John Clawson

Principal

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ecb UP

Introduction

THE SAN FRANCISCO YARDS: MAKING AND RE-MAKING

To restore the lost urban fabric that tied Pier 70's Historic Buildings to the rest of the city, and to create a new sense of place that draws life and interest to these Port lands, we must provide the infrastructure for the creative artistic, industrial, educational and technological processes that will drive the genesis of a new neighborhood.

The ECB/UP/Build Inc. collaboration brings a serendipitous blend of experience, skill sets, participants and motivations to this project. By providing the core pioneer group of users with a coherent, pragmatic yet flexible program for the populating of these buildings and the spaces between them, we will generate sustainable economic results with a positive social impact. These first, early adopters, Prescience, Burning Man, Obscura Digital and ConXTech, will anchor the site and bring with them their energy, constituency, adherents and clients, many on the cutting edge of social, cultural, environmental and economic advancement. The buzz created by the early adopters will inform and lay the foundation for the subsequent development of not only these Historic Buildings, but of the surrounding urban landscape.

To quote Forest City's The Value of Place, "our potential to create and invent is directly tied to our ability to exchange wildly diverse ideas, across public and private sectors." Putting these wildly diverse ideas in close proximity to the engineers, artists, tools, capital, technicians and visionaries necessary to realize them is our core concept for the re-making of the San Francisco Yards.

The ECB/UP team intends to develop the Historic 20th St. District buildings as a nexus for creative cultural endeavors, technological innovation and economic growth. As the gateway to San Francisco's next neighborhood, our intent is to create a dynamic environment of creative ingenuity and entrepreneurial collaboration.

We feel strongly that the historic significance of Pier 70 must be embraced. Sitting on the edge of an expanding and significant urban revitalization wave, and adjacent to the emerging Dogpatch neighborhood, this historic site must be rewoven back into the broken urban fabric. As the center of energy production and ship-building for over 100 years, as a place where 20,000 people worked as recently as the 1970's, as a place where workers lived next to the foundries and steel works, it is the place where intelligent, far-reaching, ingenious development can occur as the inevitable next step.

The proper development of the Historic District will create great value for the Port and the people of San Francisco, adding another gem to the waterfront with a sensitive, productive, environmentally and technologically state-of-the art re-working of this great site. An integrated, incrementally phased renaissance of the site can occur based on creating a place where innovative technology and industry resides in close proximity to art and cultural influences and resources.

The beautifully articulated structures, steeped in a strong sense of San Francisco maritime history and place, will provide a desirable counter balance to the larger, more contemporary structures that currently exist, or will be created, at Mission Bay, and possibly in the newly developed waterfront portions of Pier 70. Currently, very little, if any, space exists in this part of San Francisco that matches the character and personality that exists in the South of Market area, which has become the most desired space for companies in the City's creative and technology sectors.

We are confident that the distinct charm and character of these buildings will attract not only the businesses, entrepreneurs, non-profits and arts organizations that want space with more personality than other projects in the area can provide; their revitalization will also provide opportunities for the public to explore the Pier 70 site, as we intend to provide ample opportunities for dining, events, performances, and public art.

We intend to use all six structures in this RFP offering (Buildings 101, 102, 104, 113-114, 115-116, and 14). A discussion of the uses and approach to each building follows.

Development Entity and Team

SUMMARY

The development of the 20th Street Historic Buildings within Pier 70 will be led by a joint venture between Equity Community Builders ("ECB") and UP, a nonprofit entity formed by Build, Inc. ("Build").

ECB and Build are both San Francisco based real estate developers with extensive experience in the adaptive reuse of historic buildings, integration of traditional and non-traditional financing mechanisms, and developments serving non-profit and public benefit organizations, as well as for-profit enterprises. Together the two firms have the expertise required to successfully plan, design, finance, construct and program innovative space in these historically significant resources.

ECB and Build share a belief that the measure of a good real estate development, be it public or private, for-profit or non-profit, is that it create economic, environmental and social community benefits. Our organizations and projects speak to that goal, and our success demonstrates the wisdom of that perspective. Our demonstrated capability and pragmatic approach allow for best possible outcomes to be realized.

EQUITY COMMUNITY BUILDERS, LLC (ECB)

Equity Community Builders, LLC (ECB) is a real estate developer and project manager specializing in urban in-fill residential, commercial and historic rehabilitation projects. Since its inception in 1994, ECB has completed or now manages over $900 million worth of development for its own account, in partnerships, and for clients under management agreements. ECB has strong working relationships with a number of lending institutions and individual investors that are committed to in-fill development, the preservation of historic buildings, and the principles of sustainable development.

BUILD, INC. (BUILD)

Build Inc. (Build) is a real estate development firm established in 1999, which specializes in San Francisco in-fill residential development. Build has produced housing in San Francisco valued at over $120 million, and is currently partnering with two different REITs to develop projects totaling 532 units valued at $225 million. The Build partners have collectively managed the entitlement, development and construction of over 10,000 homes and apartments in the Bay Area over the past 25 years.

UP

UP (formerly the Urban Land Conservancy) is the non-profit development organization conceived by the Build Inc. partners. It was established as a mission-based horizontal development firm, which works to maximize social, economic and/or environmental returns to the public. UP works in partnership with public agencies and the private market. UP's access to emerging social capital funds and socially responsible investment markets distinguishes it from for-profit developers. By reducing the cost of funds for the entitlement process and leveraging the lower return expectations over the life of a project, UP's use of social capital allows it to utilize a longer-term horizon than conventional developers and to help the public retain a larger share of the value created by the entitlements.

LEDDY MAYTUM STACY (LMC)

The development team will also include the architecture firms of Leddy Maytum Stacy (LMS) and Architectural Resources Group (ARG). Both firms are particularly adept at the adaptive reuse of historic buildings, and have extensive experience working with the State Historic Preservation Office (SHPO) to design the most appropriate treatment for the reuse of historic buildings.

JON WORDEN ARCHITECTS

The site planning consultant, Jon Worden Architects brings his unique vision to the project. Jon's rapport with the local neighborhood communities, and his perspective of architecture as collaborative, responsive, contextual, responsible and legible combine to guide the creation of the visual narrative and master plan that will tell the compelling story of the project.

MURPHY BURR CURRY (MBC)

The structural engineering firm Murphy Burr Curry (MBC) and the hazardous materials consultant Van Brunt & Associates (VBA) will work to develop the most efficient approaches possible for the necessary seismic upgrades and hazardous material abatement. Both firms are very familiar with the 20th Street buildings, and have demonstrated success in working with the constraints and special circumstances that these types of buildings present.

ROSS CONSTRUCTION

Ross Construction is a Bay Area builder with extensive experience in production housing and commercial construction. Doug Ross is a partner in Build Inc. Ross's portfolio of more than 10,000 homes and its recent historic renovation work on Esprit Park, One Ecker St. and the Tannery project in Santa Cruz bring the expertise of a pragmatic and creative problem-solving construction consultant to the team.

CONXTECH

ConXtech designs and delivers innovative, customizable structural steel building systems from its factory in Hayward. The ConXtech solution uses 100% recycled steel and patented moment-frame technology to create seismically stable structures to stabilize existing buildings or to create new buildings. ConXtech will aid in the building stabilization process and, as a tenant, will expand its foundry and machining operation into an appropriate building within the Historic Core.

BURNING MAN

Burning Man builds a city of 50,000 on the Black Rock Desert every summer. After a week of festivities, this city is removed, leaving no trace behind. On the playa they have their own Department of Public Works, as well as a security force, the Rangers. They have worked successfully with the U.S. Bureau of Land Management, the state of Nevada, and the Washoe County Sheriff's Department to insure the continuance of this unique and signature event. Burning Man was founded and is based in San Francisco and looks forward to creating a permanent Urban Center in Pier 70, and participating as a collaborator in the development of the Historic District.

PRESCIENCE INTERNATIONAL

Prescience International, a Bay Area developer and operator of a number of technology incubators, will assist in the development and operations of the technology incubator to be located in Buildings 115-116. ECB and Prescience have been working together to analyze the feasibility of a similar project at the Hunters Point Naval Shipyard.

OBSCURA DIGITAL

Obscura Digital delivers groundbreaking immersive and interactive experiences. Part technology lab and part creative agency, they continually generate new forms of experiential marketing for Fortune 500 clients around the world. Obscura's technologies make data pervasive and accessible, allowing almost any surface to become a portal to the Internet. They are also neighbors, with their offices in Dogpatch.

ECB and Build have a long history of successfully working with all of these firms repeatedly in numerous cases.

ecb UP

Developer Qualifications

EQUITY COMMUNITY BUILDERS

ECB has built its reputation developing projects that demonstrate the creative reuse or redevelopment of underutilized buildings and urban land. ECB often partners with public agencies, private companies or non-profit organizations, taking responsibility for all aspects of a project from concept design, entitlements and financing to construction supervision and property management.

ECB has developed numerous projects within historic buildings or districts, successfully adhering to the Secretary of the Interior's Guidelines for Historic Rehabilitation and utilizing the Historic Tax Credit. ECB has developed, and in most cases manages, over 750,000 square feet of space in 55 historic buildings, many of which are located on former military bases or hospitals and are now adaptively reused as office space, assisted living, or a lodge within the Golden Gate National Park.

Among the more relevant adaptive reuse projects completed by ECB is the Cavallo Point Lodge, a retreat and conference center located at the base of the Golden Gate Bridge in Marin County. The $100 million, 200,000 SF campus includes 142 guest rooms, a bar and restaurant, spa, retail, and conference facilities in 24 historic buildings, along with 12 newly constructed buildings, all under a long-term lease with the National Park Service. The project utilized Historic Tax Credits, and was built to very high sustainability standards, achieving LEED Gold certification from the U.S Green Building Council.

Also relevant to the Pier 70 historic building development opportunity, ECB developed the Thoreau Center for Sustainability, Building 38, and The Bay School – all located in the Presidio of San Francisco and all built under long-term leases from the Presidio Trust. The Thoreau Center is home to the Tides Center, and includes 160,000 SF of office space in 12 historic buildings. Building 38, located in the Main Post, is the former headquarters of the 6th Army and includes 60,000 sf of small to medium sized offices. The Bay School, also in the Main Post, is the newest independent high school in San Francisco, and includes over 65,000 SF of classrooms, labs, assembly rooms and offices. All of these projects utilized historic tax credits in their financing, in combination with a variety of other sources.

Given ECB's focus on mixed use, in-fill, and sustainable development, many of the firm's projects incorporate complex financing structures that combine private debt and equity with a variety of public funding sources, including grants, bonds, tax increment financing (TIF) financing, Section 108 loans, and New Markets Tax Credits (NMTCs). Oxford Plaza/The David Brower Center is a mixed

use development in Berkeley with 60,000 SFSF of non-profit office and retail/restaurant space and 97 units of affordable housing, all built over a new underground public parking garage. The project utilized over 15 financing sources, including grants, capital campaign funds, a BEDI Grant, a Section 108 loan, conventional debt, and New Markets Tax Credits. It achieved LEED Platinum for its sustainable design and construction. The Ed Roberts Campus, also in Berkeley, is a mixed use project located immediately adjacent to the Ashby BART station, and includes approximately 80,000 SF of office space and shared meeting and event space. The project was built for, and owned by, a consortium of disability rights and service organizations. Its financing combined federal transportation funds with local, state and private grants, conventional bank financing, a Section 108 loan, and New Markets Tax Credits to fund the $50 million project cost.

BUILD, INC.

Build has produced seminal projects in the Dogpatch neighborhood – the 142 homes in the historic Schilling Wine Warehouse at Esprit Park and the Piccino Restaurant/retail complex – as well as in Hayes Valley with its Linden St. offices and its adjoining Living Alley project on Linden. Build is currently developing the 182-unit Parcel P project in Hayes Valley in partnership with Avalon Bay and the 350-unit Opera Warehouse project in Dogpatch with Archstone. Build has also worked extensively with Burning Man to develop an organizational structure that will assist in achieving its mission of societal re-alignment.

UP, while in its formative phase, is currently working with the Fort Mason Foundation to re-imagine and reinvigorate Fort Mason as a destination worthy of its unique site. It is also working with the City of El Cerrito to design and implement an economic development plan for its Del Norte BART station district.

Concept for 20th Street Buildings

MAKING AND RE-MAKING THE SAN FRANCISCO YARDS

The Historic core of Pier 70 offers a rare challenge, to retain the historic authenticity of the district while providing utility for a new generation of users. The buildings will be functionally reimagined and structurally reinforced to fulfill their new purposes. Tenants and users will appreciate the unique character of the space, the synergy of many varied activities and occupants, and the proximity to burgeoning neighborhoods, Dogpatch and Mission Bay.

By providing a core group of early adopters for the 20th St. Historic District, our intent is to plant the seed of growth very early in the development process. We will lay the foundation for growth by activating Buildings 115-116 with Prescience's incubator space, Building 14 with Burning Man's Urban Center, and Building 101 with the expansion and support space for the companies that want or need proximity to these two anchor tenants.

The intent is not only to activate the former shipyard at Pier 70, but to contribute to the invigoration of the entire area surrounding it, including Dogpatch, Mission Bay and the Central Waterfront, serving as a catalyst for further development and innovation.

ECB/UP Pier 70 20th St. Historic Buildings Development Plan Summary					
Building	**Size (RSF)**	**Cost**	**Uses**	**Possible Tenants**	**Phase**
101	56,268	$22.6M	Small Offices	Professional Services; Sole practitioners	Phase 1
102	8,424	$4.5M	Café/ Restaurant/ Bar/Museum	Café/Restaurant Operator Museum	Phase 3
104	37,641	$16.3M	Small to Medium Offices	Technology/Social Media/Bio Sciences Start Ups and developing companies	Phase 2
113-114	102,486	$43.5M	Light Industrial/Arts (interim)-Larger technology offices; arts and other nonprofit offices	Industrial manufacturers/Industrial Arts Organizations (interim)-Technology Companies; Arts Organizations (long term)	Phase 4
115-116	67,716	$35.5M	Clean Technology Incubator	Start Ups focused on bio fuels, energy efficiency, and other environmental solutions	Phase 1
14	38,947	$17.8M	Industrial Arts Organizations; Garage type incubator space	Burning Man artists, Start Up Businesses	Phase 2
Total	**311,482**	**$140.2M**			

UP ecb

The following represents a summary of the development concepts proposed for each of the buildings offered in this RFP. More detail on the rehabilitation strategy for each is included below.

The programs for the individual buildings will relate synergistically to one another, and will integrate with other projects in the immediate vicinity. The offices in 101 and 104 will provide space for firms supporting the larger companies found at the Pier 70 waterfront, as well as the startups found in 115-116 and 14. The startups that grow out of the technology and business incubators in 115-116 and 14 will have the ability to grow into space in 113-114, the Pier 70 waterfront, and/or Mission Bay. The café and restaurant (and perhaps museum space) at the heart of Pier 70, in Building 102, will become the central gathering place for people working throughout the Pier 70 project, and serve to draw visitors from the surrounding area.

Hours of operation would be typical weekday business hours for the office buildings, with extended hours expected for the business incubators and arts spaces. The café and restaurant in 102 would be available at times typical for similar businesses, extending operations into the evenings and weekends.

Parking requirements will need to be fully studied once due diligence begins. We currently estimate the need for approximately 500 parking spaces for the entire 20th St. development.

Rehabilitation Strategy

DEVELOPMENT PROPOSAL

The ECB/UP team proposes to develop the 20th St. Historic District buildings in accordance with the Secretary of the Interior's Standards for Historic Rehabilitation, implementing strategies that carefully protect the historic fabric of the buildings, while incorporating the necessary systems and elements required to place them in service for contemporary use.

As stated above, the buildings will support a variety of uses, including office space of all types (small professional, creative, and garage type business incubator), a café/restaurant/museum, industrial/light industrial/arts space, and a clean technology business incubator, complete with wet and dry labs and shared equipment rooms.

The rehabilitation of each building will be financed through a combination of traditional bank loans, investor equity, historic tax credit equity, and other sources, including grants, low interest program related investments, and other loans. All six buildings in the plan qualify for Historic Tax Credits, providing approximately 20% of development costs in tax-motivated investor equity, as they will be developed in accordance with the Secretary of the Interior's Standards for Historic Rehabilitation.

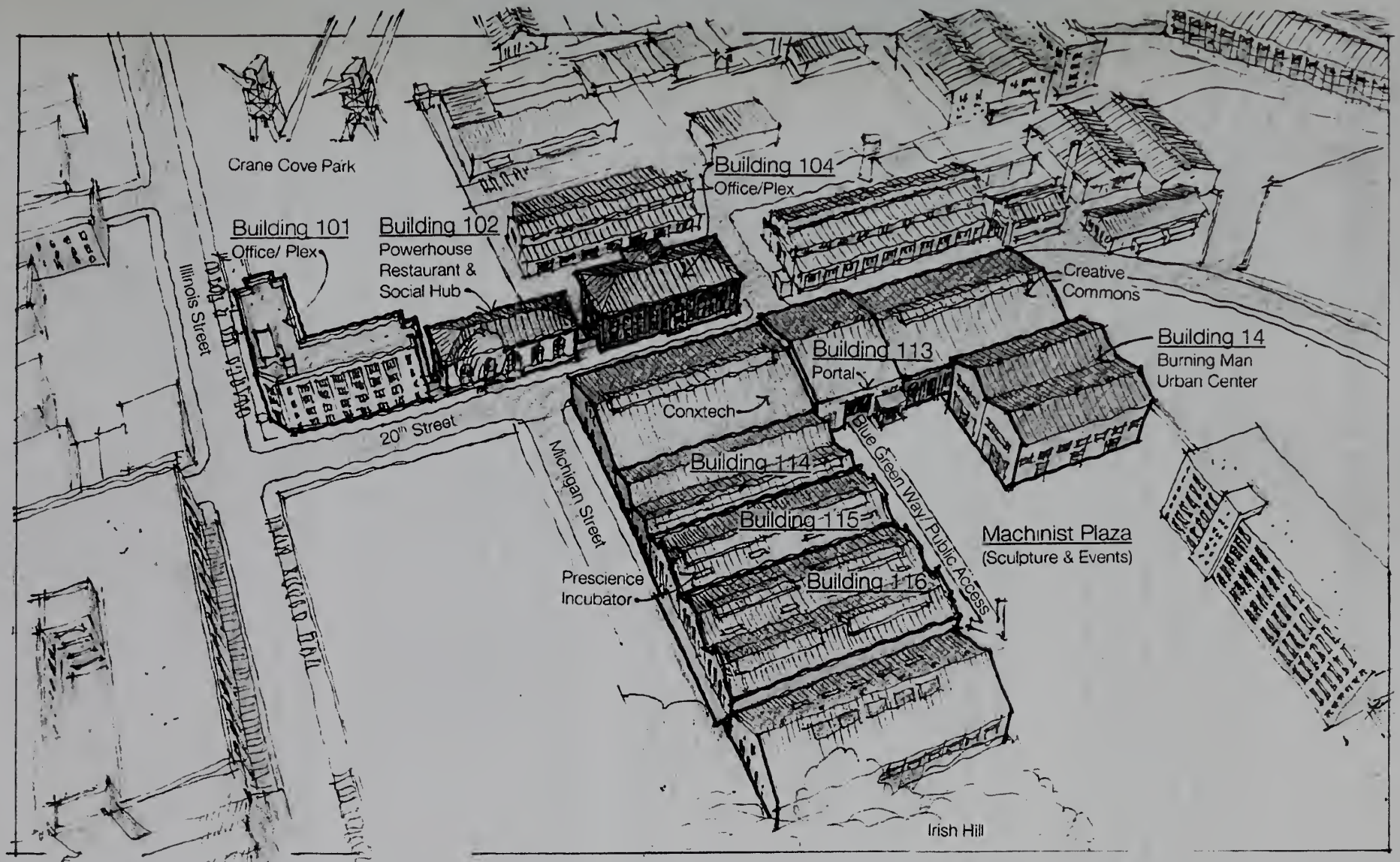
Details regarding the levels for each funding source that can be supported for the various buildings can be found in the pro forma section below.

Building 101 and the technology incubator proposed for buildings 115-116 are the most financially viable elements of the overall plan. We are optimistic that the revenues generated from leasing these two buildings can support the financing necessary for their development. For Buildings 102, 104, 113-114 and 14, however, there is a total financing gap of approximately $9.3M, after maximizing all conventional debt and equity sources, and potential cross subsidies from Buildings 101 and 115-116. We anticipate that the financing gap for the buildings will need to be closed through a combination of tax increment financing (Prop D and Property Tax increment), grants, low interest loans and program related investment, and capital campaign funds. We look forward to working with the Port and others to craft solutions to narrow and ultimately close this gap.

We estimate that the overall project will take between four and seven years to fully develop, depending on a number of factors, including many that are beyond our control. We will actively participate in the planning and approvals process to ensure all milestones are managed efficiently and achieved in a timely manner, including resolution of various financing issues, resulting in the development of a master plan that meets the goals and objectives of all the stakeholders in the

broader development to the greatest extent possible. We expect to undertake a phased approach to the development of the buildings, to ensure that these buildings are stabilized as soon as possible, and begin to generate revenue, thereby facilitating the development of the remainder of the site.

As part of the phased rehabilitation program, we could provide buildings in a less-finished state to accommodate interim or temporary uses and users (such as ConXTech and offshoots of Burning Man) which do not require highly finished spaces.


Crane Cove Park
Building 101
Office/ Plex
Building 102
Powerhouse
Restaurant &
Social Hub
Building 104
Office/Plex
Illinois Street
20th Street
Michigan Street
Conxtech
Building 113
Portal
Building 114
Building 115
Building 116
Prescience
Incubator
Blue Green Way/ Public Access
Creative
Commons
Building 14
Burning Man
Urban Center
Machinist Plaza
(Sculpture & Events)
Irish Hill

Site Map

Development Concept by Building

BUILDING 101

The former Bethlehem Steel office building will respect the building's historic use and configuration and will be rehabilitated for contemporary office use. The historic finishes, including tile and marble floors, and wood wainscot and trim, will provide a desirable alternative to the new steel and glass buildings found throughout Mission Bay. The existing interior configuration of small offices and individual suites will provide unique office opportunities not readily available in the nearby area. The tenants will most likely be small professional service firms and others that cater to and support the larger companies in the surrounding area.

Alterations to the building required to upgrade the mechanical, electrical and plumbing systems will be done in a manner that minimizes their visual and physical impact to the spaces, as will any seismic improvements to the building.

BUILDING 102

The unique character of the Powerhouse, with its large fly wheels, beautifully tiled floor, expansive windows with views toward the City and high ceilings, reminds us of its industrial past. It is more than a concrete building with four walls and a roof; it has a story written all over it. The story is about work: men and women making things for industry – ships, steel, and railroads. The turbines produced the pneumatic force that for 75 years powered the shipyard around it.

In our vision, the Powerhouse is the gathering point for the estimated 15,000 employees that will be working in and around Pier 70.

Our plan is to transform the building into a new "hub" of the historic core, providing for people coming together around food. The Bay Area has an extraordinary depth and breadth of food products and restaurants. With our farmers (and their markets), wines, artisan cheeses, chocolates, bakeries, coffee roasters, and others, we see an opportunity to create a mix of restaurant, café, bakery, and wine bar uses in the main hall, offering a variety of gathering and dining options for locals and tourists alike. We envision more than a restaurant – a place where people can grab a coffee and fresh baked goods, take out a quick lunch or dinner, or sit on one of several different environments to enjoy a beer, a drink, or a casual or more formal meal, providing a plethora of options.

As partners in the creation of Piccino, we recognize that "place making" is a combination of pairing location, design, food offerings, and service. Piccino began as a corner café in Dogpatch 6 years

ago, then recently expanded into a nearby renovated location with a 500 percent increase in seats. The demand is clearly demonstrated as the new restaurant has a waiting list for reservations. We see a marvelous opportunity with Building 102 to create an extraordinary new place, called the "Powerhouse", which will house a restaurant, a café, a wine bar, music venue, bakery, coffee shop, and associated retail, each with their own area within the great hall. The concept of various independent businesses connected and related to each other is proving that the whole can be greater than the sum of the parts: synergy works! This is already proving to be a great success in the current Piccino a few blocks away.

Along these lines, we imagine removing several fly wheels to make more room on the ground floor, retaining some as an integral aspect of the interior design. Placing a balcony within the volume (if acceptable to SHPO) will allow patrons to view the magnificent space, equipment, and views as never seen before. With the variety of businesses anticipated to be in all of the surrounding buildings, as well as on the waterfront and the adjoining shipyard itself, we foresee some aspects of the "Powerhouse" business being open 24 hours a day.

Integrating the old with the new will create a spectacular multi-dimensional food and dining environment for employees, neighbors, City residents, and tourists to enjoy and bring back to life in a completely new manner this marvelous old building.

BUILDING 104

As with Building 101, the former Union Iron Works offices in this building will be rehabilitated for contemporary office space. This building has larger office spaces, providing more flexibility and allowing larger companies to occupy portions or all of each floor. The continuation of its historic use will simplify the design and construction work needed, and facilitate approval with SHPO. Alterations to the building will be similar to those in Building 101, and will be completed in the least intrusive means possible to retain the historic integrity of the building.

BUILDING 113-114

This "grand industrial cathedral" forms the centerpiece to the Historic District and will require special attention and creativity to ensure its viability. The space could potentially accommodate

a variety of uses - large creative office space, a market hall, or exhibit and event facilities - taking advantage of the light and volume that defines the interior. A mezzanine at the northwest corner of 113 will be put into use, as will a new mezzanine at Building 114. We will explore the potential for additional mezzanine space to be added to Building 113 after initial meetings with the Port, SHPO and prospective users.

We will also look at interim uses for these buildings as appropriate and feasible. Portions, or all of Buildings 113-114 may be suitable for interim use by ConXtech as a manufacturing facility for its structural steel system. The ConXtech system could be used as the platform for stabilization of certain of the historic buildings, for the construction of temporary buildings at the site, for new construction in the surrounding areas, or for similar and other uses across the Port properties.

The Machine Shop could have two components, each wing separated by large portal leading into the Machine Shop Courtyard, a grand central piazza. The portal, created by opening the doors to the concrete 1912 connector between the two masonry wings of the building would extend the public passage through this building into the piazza. Each wing could be enclosed by large translucent walls, creating the opportunity for private as well as public spaces.

In the Machine Shop courtyard there could be a large outdoor venue for music, theatre, events and performances. Permanent support infrastructure for this space would be provided from Building 113 or from Building 14.

BUILDING 115-116

These two warehouses will be developed as a technology business incubator for companies working on emerging technologies that address the numerous environmental challenges we as a society currently face. Similar to the many new business incubators springing up around the Bay Area, but with a more technical offering of space, the full build out will include a variety of wet and dry labs, materials storage and testing areas, office space and shared equipment rooms that entrepreneurial startups in this sector can use to develop prototypes and other critical elements of their businesses.

It is anticipated that a cross disciplinary sampling of companies, focused on bio science, clean tech, information technology and other categories, will utilize the collaborative space to quickly develop

and grow their fledgling businesses. Market studies have demonstrated a demand for space that startups can "plug" into, by both companies and the venture capitalists that fund them, allowing them to avoid high initial capital expenditures for equipment and a lengthy build-out process and immediately begin constructive innovation. As the companies grow, they'll be able to "graduate" to the larger spaces available in the surrounding area, such as the Pier 70 waterfront and Mission Bay, further establishing the entire area as a technology and innovation district.

To achieve the necessary square footage required to create a dynamic and collaborative community, similar to other cleantech or bio tech projects in the Bay Area (such as the nearby QB3, the Clark Center at Stanford University, or the Bio Center that Prescience currently operates in San Jose) a second level will be added to these two buildings, doubling the square footage that currently exists. The openness of the floor plan and significant floor to ceiling heights will allow an efficient routing of all plumbing and mechanical systems without compromising historic fabric.

BUILDING 14

The warehouse at the south side of the Machine Shop Courtyard will become Burning Man's Urban Center, a location for the artists, entrepreneurs and social movers connected to Burning Man to gather, convocate, work and play. The Burning Man Project provides infrastructural tools and frameworks to support local communities in the arts, civic involvement, culture, education, and social enterprise. Its proximity to all of the other tenants and users of Pier 70 will add yet another focal point for innovation and entrepreneurship.

As a participant in the development of the Pier 70 Historic District, Burning Man would bring its impressive logistical ability to bear to the programming of the District's open spaces. Burning Man annually creates a city of 50,000 people on the Black Rock Desert in Nevada between July and August, hosts the annual Burning Man event in the first week of September, then deconstructs the city in September and October, leaving no trace. Building 14, adjacent to the Machine Shop Courtyard, would be designed to provide support for large-scale open-air events in the piazza, both in terms of structure and infrastructure.

PARKING REQUIREMENTS

The amount of parking required for these buildings has already been studied in some depth by the Port and we have not, for the purposes of this response, conducted a more comprehensive study. The Port's own density study assumed approximately 1 space per 1,000 SF of space would be required. That would assume approximately 300 spaces are required for the roughly 300,000 SF of space that would exist in the rehabilitated 20th St. Buildings.

However, based on traffic and parking studies conducted on similar projects (with similar uses and/or other conditions) we can make some educated guesses at the overall requirements for the development plan we envision.

To begin with, if we followed the City of San Francisco's parking requirements, approximately twice that number would be required. This results from a zoning requirement for nonexempt neighborhoods of 1 space per 500 SF of office, and 1 space per 200 SF of restaurant/retail. With 295,000 SF of office and 5,000 SF of restaurant, this results in 595 spaces.

Using the industry standards for demand put forth by The Institute of Transportation Engineers (ITE), approximately 712 spaces would be needed, without any transportation demand mitigation (TDM) measures implemented (2.4 spaces/thousand SF for office; 5.55 spaces/thousand SF of restaurant; both at peak times). However, by applying a number of TDM assumptions to the project, including the most determinative factors of access to transit, along with paid parking (which we assume would be built as the site nears build out and available parking space gets tight), that number can be reduced by up to 30%. Therefore, we are assuming approximately 500 spaces required to accommodate the uses we propose in the historic buildings.

During the planning and development process, we will actively seek to reduce this further by implementing various TDM measures, including promotion of nearby transit, constructing secured bike parking facilities (and encouraging use of the Blue Green Way being constructed through the site), incorporating shower facilities for employees in the plans, providing car sharing facilities, and implementing carpool matching programs, among others.

SCHEDULE

We anticipate roughly a four to seven year development cycle, at a minimum, for all or portions of our development plan, depending on a number of critical milestones being reached, an efficient master planning effort being carried out for the entire Pier 70 site, resolution of critical financing issues, and the general improvement of market and other conditions. Greater specificity is not realistic at this point, as many of the critical tasks and conditions are beyond our control.

The first phase of the project would include negotiation of an ENA and LDDA with the Port, extensive due diligence and investigation efforts by our team of the site and buildings, and preliminary conceptual design, engineering, cost estimating and value engineering. Initial planning meetings with the Port, SHPO, Forest City, the City of San Francisco and other stakeholders will occur during this phase.

The next stage would involve generating schematic designs for all six buildings adequate to serve as the basis for discretionary approvals for the project. During this time further meetings with all stakeholders, and further work with the design team, will allow us to coordinate the numerous tasks required to participate in the EIR process that we understand will be led by the Port for the entire Pier 70 project (covering both the new and the renovated buildings). We would expect the entitlements to require 12 to 21 months.

The third phase of predevelopment will entail managing the completion of design, engineering, permitting, bidding, contracting and financing of the buildings, which could occur sequentially or concurrently for combinations of buildings. The pace at which individual buildings are designed and financed will depend primarily on the strength of the leasing market and our ability to secure key tenants or uses for Building 113-114.

Based on this schedule, construction could commence on some or all of the buildings, at the earliest, by the beginning of the fourth year, with the renovation of each building requiring between 12-18 months, depending on the building and/or the level of improvements required and commitments from prospective users and tenants as required for project funding. Initial phases would include hazardous material abatement and seismic strengthening of the buildings, and would be coordinated with site and infrastructure work being carried out by others

If it is prudent and possible, the schedule could be accelerated for buildings that could be occupied (such as Building 101) without needing full CEQA processing. Also, once again if it was prudent and possible, there might be an opportunity to provide space for interim outdoor uses at the site.

SCHEDULE SUMMARY

ENA and LDDA Negotiations/Due Diligence/Conceptual Design	12-18 months
Initial Schematic Design and Project Approvals	12-18 months
Design Development/CDs/Bidding/Contracting/Financing	12-18 months
Construction	12-36 months
Total	**48-90 months**

PHASING

The schedule above reflects durations for the various development tasks required per building. It is our intention, and desire, to develop as many of these buildings at the same time as possible. However, we recognize that a number of factors may preclude such an approach, and will seek a phased approach to development if necessary.

At this point, based on the economic forecasts we have created, if a phased approach were necessary we would anticipate that Buildings 101 and 115-116 would be developed first, with others to follow as quickly as market conditions, access to capital, and demand for space dictates. If demand remains strong for small and medium size office space, Building 104 could be developed next, using the added funding potential or cross subsidy from Buildings 101 and 115-116 to offset the anticipated funding gap in that project. Building 14 or possibly a portion of Building 113-114 could be developed next, depending on Burning Man's requirements, the identification of additional users and the ability to secure the required funding sources and subsidies.

We will also look at interim uses to some of the buildings as appropriate and feasible. For example, portions, or all of Buildings 113-114 may be suitable for interim use by ConXtech as a manufacturing facility for its structural steel system. The ConXtech system could be used as the platform for

stabilization of certain of the historic buildings, for the construction of temporary buildings at the site, for new construction in the surrounding areas, or for similar and other uses across the Port properties.

Building 102 will be built out once there is sufficient demand for its services as the other buildings become occupied and Pier 70 becomes increasingly recognized as a destination for the surrounding neighborhood.

Interim or temporary uses in the open spaces and street frontages, as appropriate, will also be explored as potential magnet activities during all phases of the development process. Burning Man has proposed using the open space in the Machine Shop Courtyard south of Buildings 113 and 114 to host its Decompression Event, it's annual post-Playa event thank you celebration for its followers. This event has traditionally been held in Dogpatch, on Indiana St. between 18th and 22nd Streets, on the last weekend of October. Such events would begin to create a new sense of place in this largely abandoned area.

Exhibit D

Orton Development Inc.

Proposal to the Port of San Francisco

For the Pier 70 20th Street Historic Buildings

December 2, 2011

PROPOSAL

By Orton Development, Inc.

December 1, 2011

In Response To
REQUEST FOR PROPOSALS
Pier 70: 20th Street Historic Buildings

Port of San Francisco

Ford Point, Richmond, CA

ORTON

DEVELOPMENT, Inc.

Orton Development, Inc.

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Emeryville, CA 94608

510.428.0800 office

510.428.0802 fax

www.ortondevelopment.com

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1. Summary

a) Development Entity

Introduce the Respondent and team members.

Orton Development, Inc. (ODI) specializes in large-scale rehabilitation and redevelopment projects. Over the last thirty years, ODI has redeveloped over sixteen million square feet, spanning approximately sixty projects including office, industrial, research and development, loft, and warehouse space. A representative portfolio is available online at **www.ortondevelopment.com**.

ODI creates value with world-class design to counter vacancy, urban blight, environmental damage, structural challenges, and functional obsolescence, with a specialty in repositioning historic properties. ODI projects attract premier tenants with deftly designed, highly efficient workplaces that result in great productivity at competitive rents.

ODI is a privately-held service company to approximately thirty separate investment vehicles. ODI manages the development of new projects—including zoning, environmental, design, construction, and marketing. ODI creates and relies on long-term relationships and its sterling

reputation in the industry to negotiate good deals and receive great service from local providers. ODI believes in old-fashioned values and integrity; it offers a small core team — the people you see are the people you get — of dedicated, hands-on makers, with a combined experience at ODI nearing 100 years. At the same time, ODI typically creates a lot of local jobs because it works with local companies – primarily on construction, property management, and leasing.

Core team and roles:

Eddie Orton and Nick Orton	Finance, Legal, Design/Construction, Regulatory
James Madsen	Acquisitions, Development, Design/Construction, Leasing
Ivonne Inurritegui-Folster	Management, Leasing
Maria Holmes	Regulatory, Legal, Administrative
Steve Schwartz	Environmental, Abatement, Construction Management
Rebecca Hobbs	Development; Design/Construction, Permitting/Zoning
Michelle Heredia	Administrative, Bookkeeping

Team bios are available online at www.ortondevelopment.com.
ODI also works with a core group of local professional and service companies.

b) Developer Qualifications

Describe similar projects undertaken by the Respondent and team members.

Ford Point, Richmond, CA

Orton Development, Inc. was awarded the **2011 American Institute of Architects (AIA) National Honor Award for Architecture** for its work rehabilitating Ford Point with Marcy Wong Donn Logan Architects, as well as the **2009 California Preservation Foundation Preservation Design Award for Sustainability** and the **2008 National Trust for Historic Preservation Honor Award,** among others.

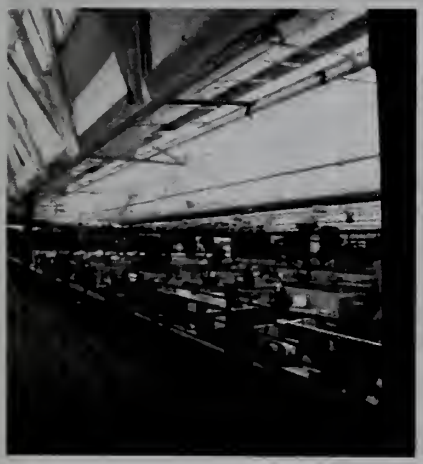
Built by renowned 20th century industrial architect Albert Kahn, the Ford Assembly Plant produced Ford Model A automobiles in the 1930s and tanks and jeeps during World War II. The building had been underused since the 1950s and after getting badly damaged by the 1989 Loma-Prieta earthquake, it was abandoned and condemned. Interiors were flooded and vandalized.

The award-winning renovations were completed between 2005-2008 and the building was renamed Ford Point. The 525,000 square foot facility now offers flexible space to tenants like SunPower Corporation, Mountain Hardwear/Columbia Sportswear, Title Nine Sports, Best-Line

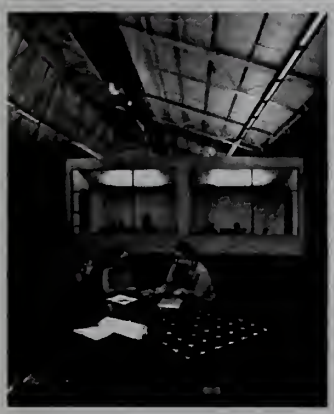
Fabrics and Ekso Bionics. The original south-facing design fills offices with natural light, and supports a one-megawatt rooftop solar power plant.

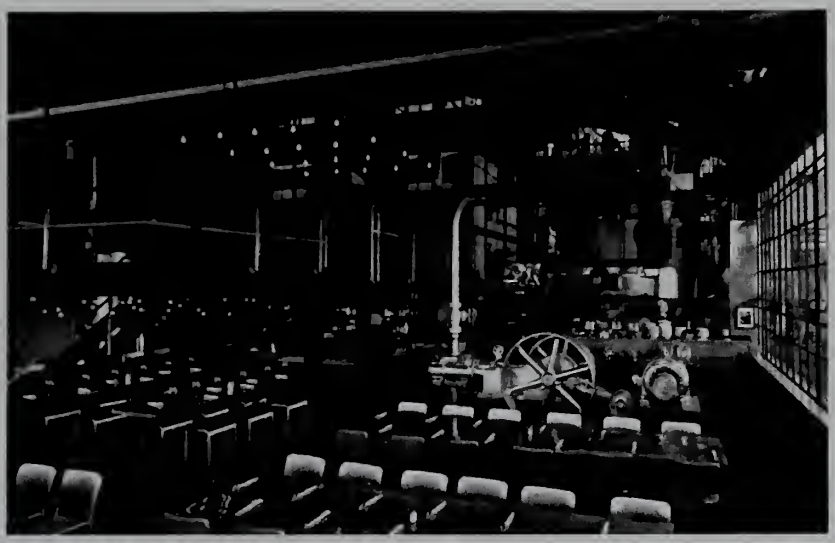
Frontage on the San Francisco bay provides stunning views and offers a variety of maritime uses. The site includes the 45,000 square foot 5000-person venue called Craneway Pavilion and the 140-seat BoilerHouse Restaurant.

The National Park Service's Rosie the Riveter/World War II Home Front Visitor Education Center is scheduled to open at the former Oil House of the Ford Assembly Building in 2012.



Ford Point, Richmond, CA





A summary of the awards received for the Ford Point redevelopment, including architecture, historic preservation and environmental sustainability, are outlined below:

2011

Ford Assembly Building
American Institute of Architects
National Institute Honor Award

Marcy Wong Donn Logan Architects
TreeHugger.com
Design & Architecture
Best of Green Firm Award

Ford Assembly Building
Savings By Design / California Council
American Institute of Architects
Energy Efficiency Integration
Award of Merit

Ford Assembly Building
Boston Society of Architects
Sustainability Award

Ford Assembly Building
The Waterfront Center
Excellence on the Waterfront Awards
Honor Award

2010

Ford Assembly Building
California Council
American Institute of Architects
Honor Award

Ford Assembly Building
AIA San Francisco Chapter
Merit Design Award

2009

Ford Assembly Building
California Preservation Foundation
Preservation Design Award for Sustainability

Ford Assembly Building
AIA East Bay Chapter
Citation Award

SunPower Stair
Ford Assembly Building
Chicago Athenaeum
Good Design Award

SunPower Stair
The German Prize Nomination
German Ministry of Technology
"Special Recognition" Institutional Award

2008

Ford Assembly Building
National Trust For
Historic Preservation
Honor Award

SunPower Stair
Structural Engineers of
Northern California
Award of Excellence

1440 Broadway, Oakland, CA

Originally known as the Realty Syndicate Building, 1440 Broadway housed the offices of well-known Oakland entrepreneur and icon F.M. "Borax" Smith.

Acquired in April 2010, this ten-story building is located in the heart of Oakland and combines 20th century luxury with 21st century sustainability and technology, creating the perfect location for East Bay business.

Centrally located next to City Hall, Federal and County Courthouses, Chinatown, and adjacent to BART and AC Transits stops, the building boasts historic Carrara marble interiors, high ceilings, energy-efficient radiant heat and operable window ventilation. Amenities also include concierge services, conference areas, and bicycle parking for a community of businesses, professionals, and non-profit organizations.

1440 Broadway is now home to the well known civic pride apparel brand Oaklandish, and soon-to-open newest location of BitterSweet, the Chocolate Café.

Former Flint Ink, Berkeley, CA

This former home of Flint / Cal Ink was acquired in September 2009 from the Flint Group. The property consists of 133,070 square feet on 4.78 acres in West Berkeley, three blocks from Interstates 80/580. Encompassing one-and-a-half blocks, the project was the largest undeveloped manufacturing parcel in Berkeley and features frontage on major Berkeley thoroughfares Gilman and Fourth and direct railroad access. Four clusters of buildings feature office and manufacturing space ranging from 1,200 to 36,000 square feet, with wood, concrete, metal, and brick construction, clerestories, roll-up, doors and loading docks. The project is completed and largely leased, with tenants including a boutique winery, a high-end tent manufacturer, an electric bicycle company, and a photovoltaic testing lab, among others.

Other recent ODI projects include a classic three-story redwood office building in the heart of Incline Village, Nevada (865 Tahoe Boulevard), the historic Christian-Moerlein bottling plant at 1910-1916 Elm Street in Cincinnati, Ohio's Brewery District, and most recently the former Frito-Lay manufacturing plant located at 650 N. King Road in San Jose.

c) Concept for the 20th Street Historic Buildings

(1) Describe the proposed Rehabilitation Concept for each building included. Explain what uses and activities will occur and how they meet the Port's Objectives for the 20th Street Historic Buildings.

Rehabilitation Concept:

Highly efficient, flex work spaces that combine buildings, yard, traditional infrastructure, and modern data capabilities for modern businesses. Such flexible hybrid-use space – a model ODI calls New American Workplace—consolidates all modern business activities (design, prototyping, manufacturing, wholesaling, office, and sales/retail) under one roof. These highly utile spaces create a community of resources and emphasize wellness, collaboration, and synergies in areas such as transportation, fitness, and public engagement.

Good design fosters business success; successful businesses create jobs; jobs increase civic revenues and lower the cost of building better communities.

Building uses and activities:

Twenty-first century American industries encompass craftsmen and trades, artisans, designers, technology-driven startups, food production, media and software companies, research and design, apparel, and green energy.

Primary users will be companies that need design and production space in San Francisco. An estimated several hundred employees, including engineers, programmers, designers, builders/manufacturers, warehousing/shipping/receiving, factory hands, supply management and related support will use the rehabilitated spaces. Visitors will include clients, vendors, public retail, and shipping and receiving, among others.

(2) Summarize the Rehabilitation Concept in one table showing uses, capital investment and project phasing (if proposing for more than one building).

Capital investment and project phasing, per the concept outlined above, will be provided if the developer is selected to complete this project.

(3) Describe building program including hours of operation, parking and access requirements, and, if public assembly use, measures to ensure patron safety.

Developer anticipates standard business hours of operation for the entire complex, but the design will allow tenants to work in their space at all times, consistent with the entire development's rules and regulations.

Parking will be per code/negotiation with the City. Developer envisions parking as a part of a larger transportation issue and plans to coordinate with Forest City and local businesses to maximize carpooling, biking, walking, Bay Trail access, and will seek to develop a public transportation node.

Developer has extensive experience in multiple geographic areas where perceived and actual crime has plagued the tenants and the adjacent community, including 1440 Broadway in downtown Oakland, and 1910 Elm St. in Cincinnati, which resides in what is statistically the worst crime neighborhood in the United States.

The first tenet of ODI's safety and security approach relies on vigilance. Vigilance depends on (1) building a community with neighbor/neighborhood awareness; (2) employing high-tech security systems where needed (cameras, lighting, alarms); (3) security personnel who are part of the community; (4) relationships with public agencies and the police.

Second, the development itself must be designed to deter potential crime. Sight lines, sense of place and security, constricted exits, interior spaces, and impermeable facades all add to secure and comfortable destinations.

Third, the developer has found that even with these security measures in place the developer will rely on community effort to catch and prosecute violators is required. To the extent possible, we build that in our design.

(4) Identify any synergies or conflicts with other existing (ship repair) and planned (parks and commercial development) activities at Pier 70.

The developer sees existing and planned uses as both necessary constraints and opportunities. Developer will seek synergetic and non-conflicting uses with a focus on light industrial, commercial, and flex users.

d) Rehabilitation Strategy to Ensure a Successful Project

(1) Describe the proposed rehabilitation plan including how you will address retaining historic fabric, addressing seismic and other structural challenges, adding modern buildings systems, and additions, if any, to any of the buildings. Explain how you will address the deteriorated state of the building(s).

Compared to the standing condition of some of the buildings ODI has recently acquired and successfully redeveloped, including Ford Point and Flint, the historic buildings at 20th Street do not look that bad.

The key to a successful rehab is the constant iteration and interaction between the constituent parts of the project. If one aspect changes it affects the entirety. Those causalities must be traced and accounted for.

Second, it takes deft design. It usually is pretty easy to come up with a complex, expensive design. What is difficult is coming up with deft, inexpensive designs. ODI specializes in this process and does it in-house.

Third, it takes a constant focus and attention to detail to rein in costs.

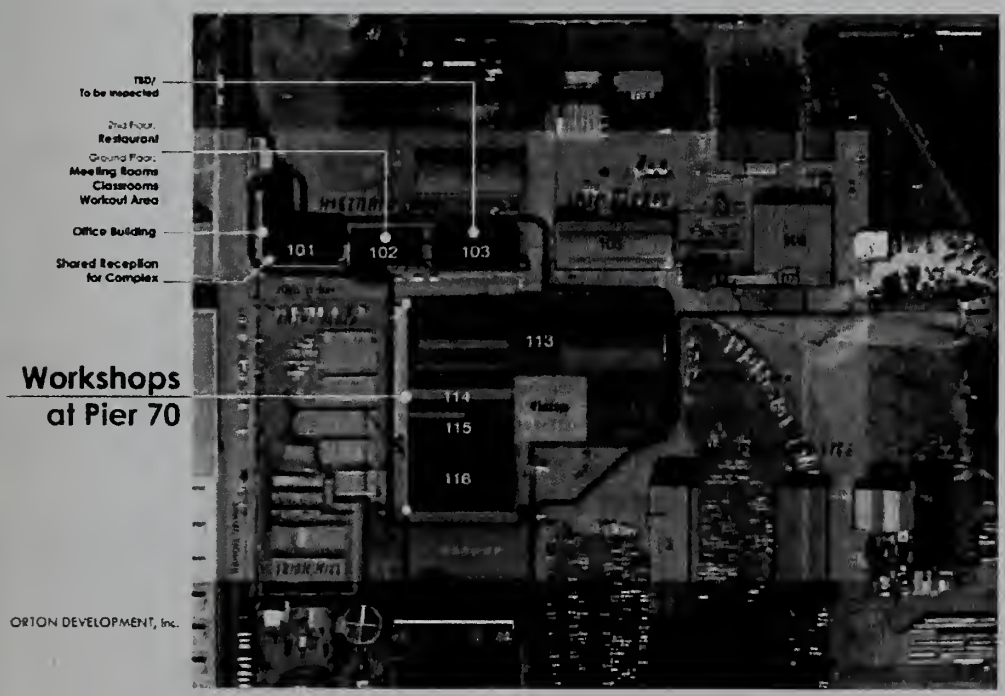
Fourth, with rehab, plans are going to change. Change orders must reduce costs, not increase them.

Frankly, with regard to the actual building of these projects, rehab is fairly straight forward. The true challenge is creating a project that is beneficial and profitable. In this context, rehab is an art based on experience.

Seismic/structural:
Seismic considerations are probably the number one driver of design at this site. ODI's seismic design will not be stand-alone, but will be incorporated into other building systems to the maximum extent possible. Verticality is a central factor in these seismic problems. The design will need to use both strengthening and absorption techniques to get these buildings to a safe and useable condition in a financially reasonable way.

Modern Building systems:
ODI combines twenty-first century infrastructure with designs that streamline business practices, focus on manufacturing processes and easy throughput For matters beyond basic infrastructure design, ODI encourages tenants to customize and invest in their spaces. ODI's design stretches a canvas capable of flexibly accommodating the visions of various tenants.

(2) Provide a site plan showing uses by building and any supporting buildings and yard areas proposed for inclusion. Design drawings are not required.



(3) Explain proposed sources of capital investment and describe the operational and management plan for the proposed project.

ODI anticipates the basic investment vehicle to be a public-private partnership/LLC as follows:

(1) The Port contributes a lease on the property for a term of 66 years.
(2) ODI provides the work and capital. The work can be paid as fees or contributed as investment capital. To the extent the developer provides cash, that cash will get a high, preferred return. We expect another tranche of funds to be available from a variety of incentive programs such as historic tax credits, and such other incentives that may be available at the time of the project. We have found these funds can provide for about 15% of the capital requirement.
(3) It is anticipated that a portion of tenant improvement funds will come from the tenants themselves or from cash flow generated by ODI's amortizing such improvements for tenants.
(4) A significant portion of the funds are anticipated to come from various forms of debt, including existing or future bond vehicles, against a variety of possible income streams.

(4) Describe the schedule and approach to securing regulatory approvals for the proposed project through occupancy.

Negotiation with the Port:
The negotiation timetable will be driven by the Port, not ODI. ODI can negotiate very quickly because the decision-makers are at the table. We anticipate much of this discussion will involve debt financing.

Zoning:
The contemplated project constitutes a significant but smaller part of a much larger project. We anticipate that we will dovetail our zoning effort with the Port and Forest City. Our anticipated uses conform with the zoning contemplated in the master plan.

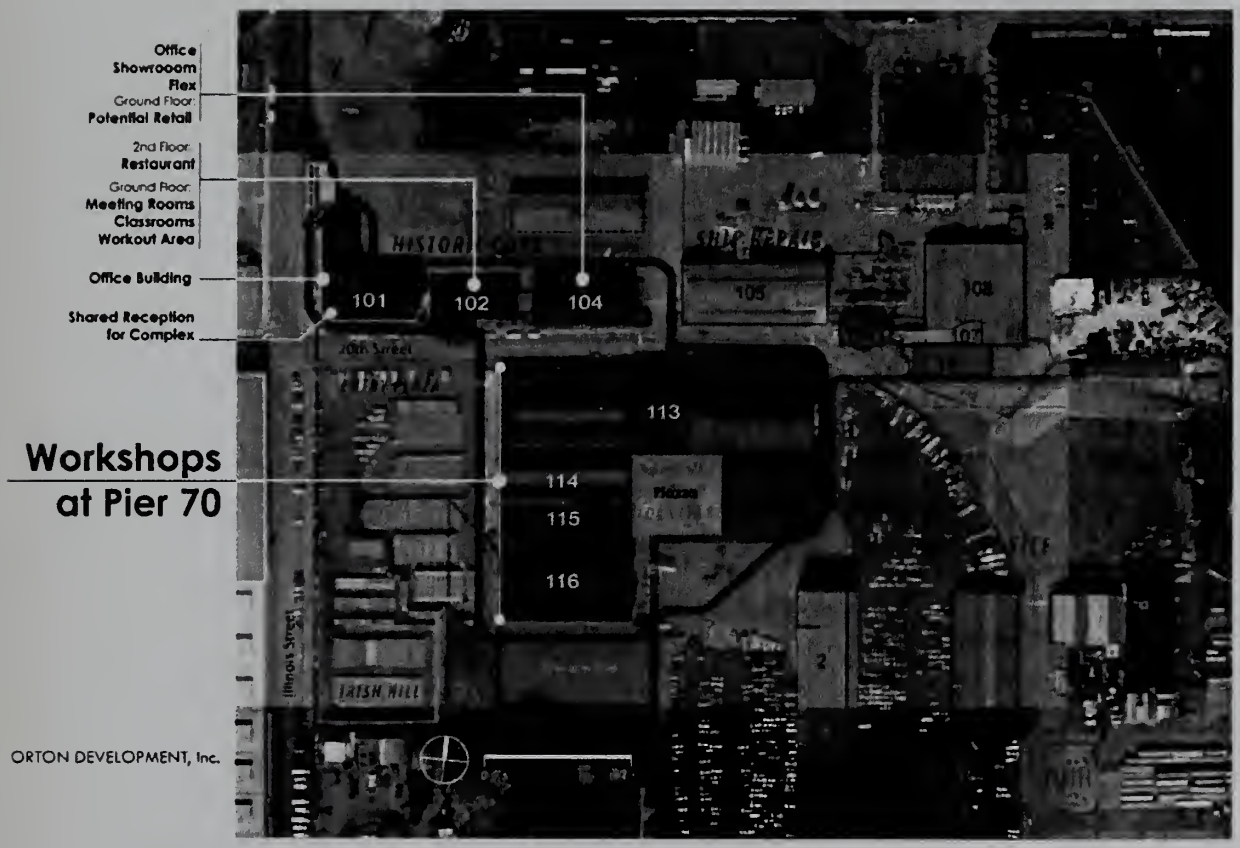
Historic Tax Credits:
It is our understanding that Section I is complete. Preparing Section II would run concurrently with the design of the project.

Building Permits:
We anticipate proceeding under the historic code. Generally, many decisions become the purview of the Building Official and his or her designee. We will work assiduously to develop a trust-based relationship with these officials from the beginning.

Attachment A

by Orton Development, Inc. - December 1, 2011

Pier 70: 20th Street Historic Buildings



The Vision for Pier 70: 20th Street Historic Buildings redevelopment project:

The Craneway Pavilion at Ford Point, Richmond, CA – Before and After

Orton Development, Inc. (ODI) focuses on redevelopment that uses environmentally mindful, long term, cost efficient materials, and smart technologies to conserve energy and lower operating expenses. Our design is driven by classical proportions and efficient layouts for tenants engaging in many kinds of business activities, across a broad spectrum of industries.

The following proposal is based on ODI's tours of the historic buildings at 20th Street, and experience rehabbing over 16 million square feet of similar properties; however final building uses are subject to change.

Building 101

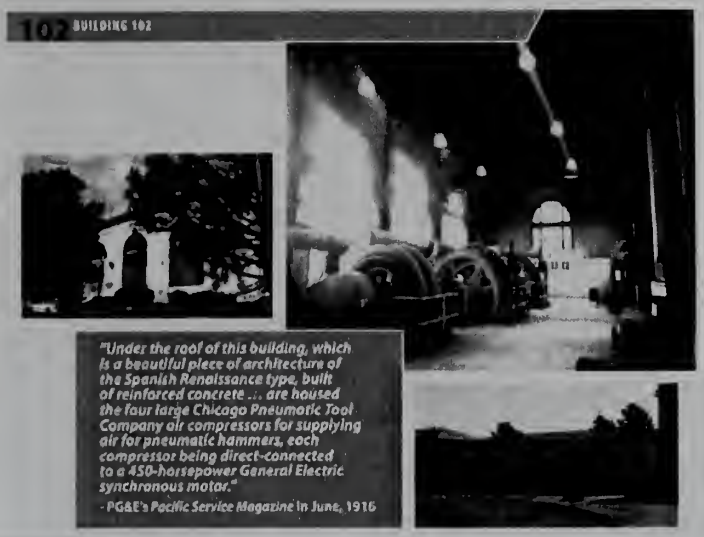
Building 101 is envisioned as a gateway to the project and a reception area for tenants and visitors. ODI envisions restoring the building to its former beauty and using the balance of the space as office and incubator spaces for startups and innovative small businesses that can take advantage of shared amenities in building 102 and a design that encourages collaboration between tenants.

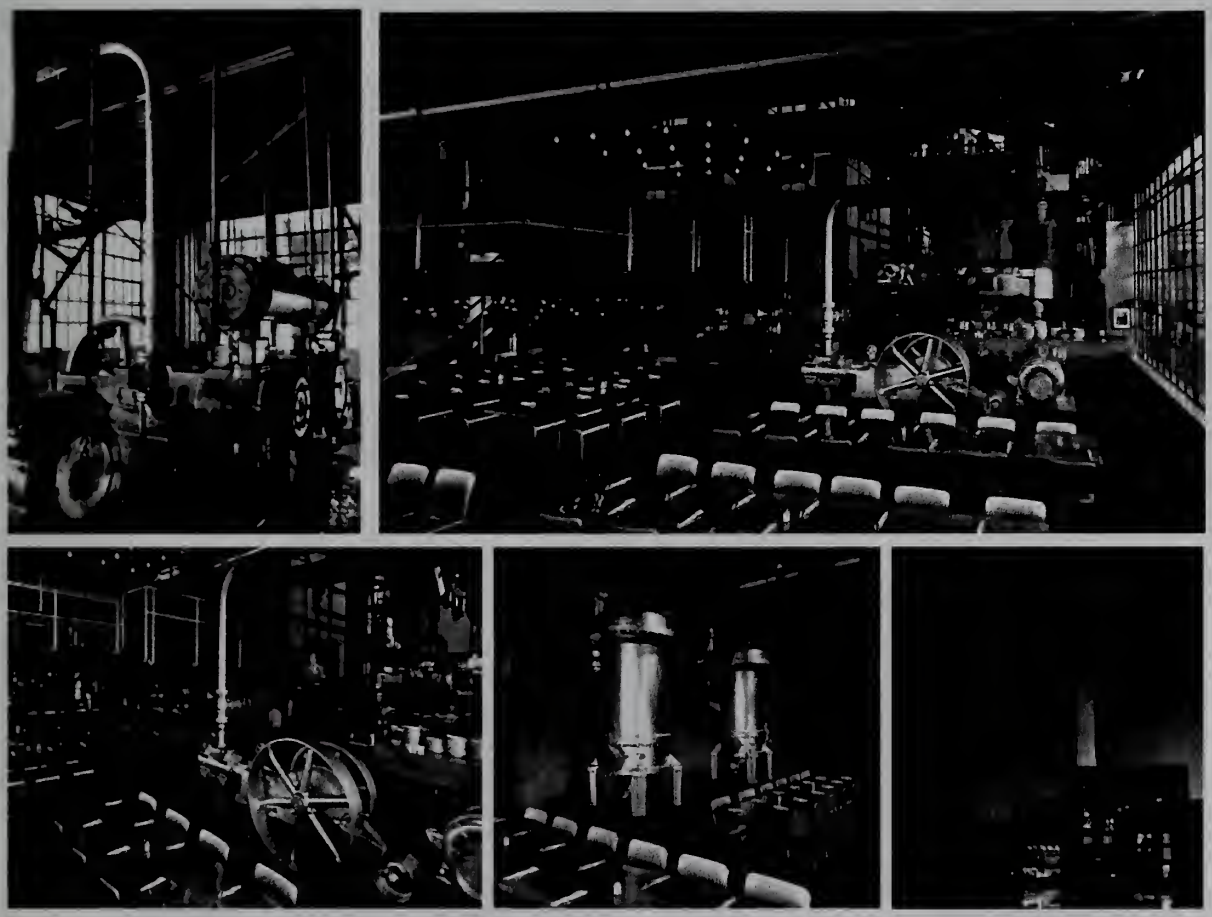
The restored offices and reception areas at Ford Point combine historic building materials and 21st century technology.

Building 102

The second floor of Building 102 will be a restaurant for tenants and the public with an open kitchen and sitting built around historic equipment, similar to ODI's BoilerHouse Restaurant at Ford Point.

The first floor of Building 102 will have shared amenities like gym, classroom, high-tech meeting rooms and childcare facilities.





The BoilerHouse restaurant at Ford Point with its original restored equipment.

Building 104

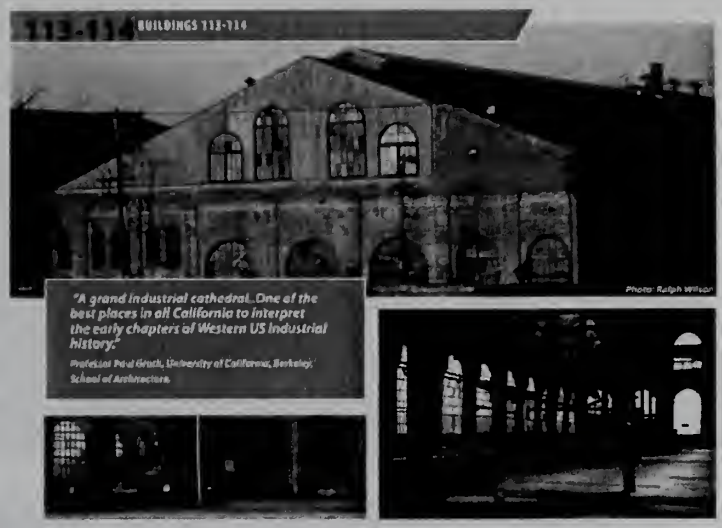
Building 104 will be redeveloped as office, showroom and flex space with potential for ground floor retail.

Union Iron Works Office Building Interior (photo: Scott Hoefner)

1440 Broadway, the new home of the civic pride t-shirt manufacturer and retailer Oaklandish.

Donkey & Goat winery tasting room at 750 Gilman in Berkeley, and Mountain Hardwear headquarters with friends & family retail store at Ford Point.

Buildings 113-114
and
Building 14



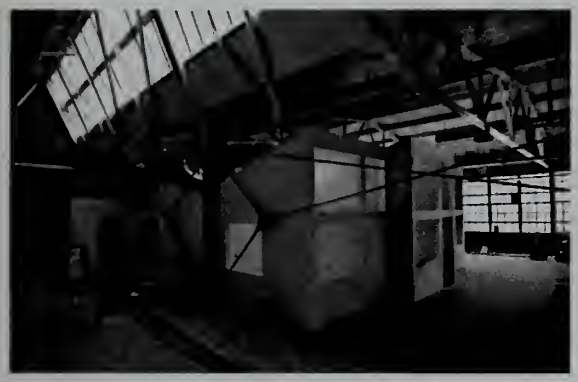
"New American Workplace"

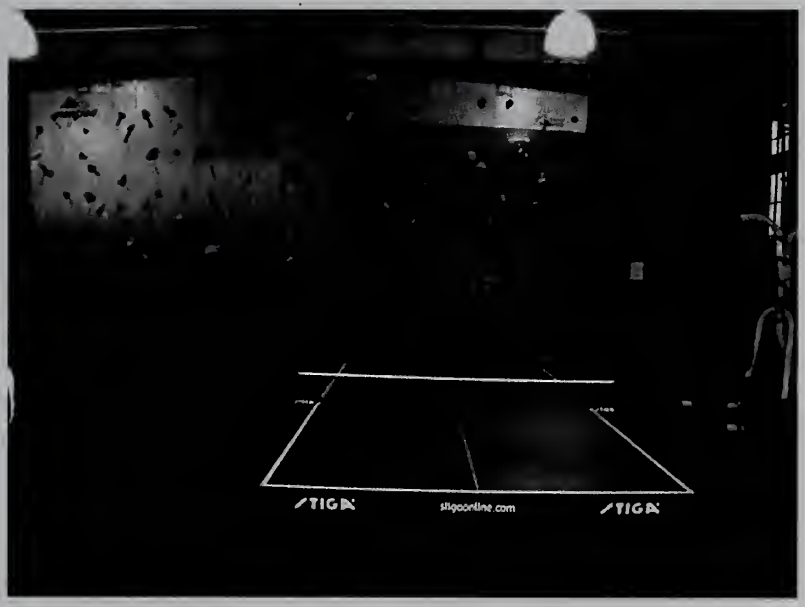
Twenty-first century American industries encompass craftsmen and trades, artisans, designers, technology-driven startups, food production, media and software companies, research and design, apparel, and green energy.

Primary users will be companies that need design and production space in San Francisco. An estimated several hundred employees, including engineers, programmers, designers, builders/manufacturers, warehousing/shipping/receiving, factory hands, supply management and related support will use the rehabilitated spaces. Visitors will include clients, vendors, public retail, and shipping and receiving, among others.

Potential retail space can be located on the ground floor.

A model for Building 113-114, and Building 14:





Mountain Hardwear headquarters and gym at Ford Point

A model for Building 113-114, and Building 14:

The redeveloped space at 750 Gilman in Berkeley lends itself to a variety of uses.

An important element of the design is the central courtyard, or Piazza, at the 20th Street complex. The Piazza would be designed as a gathering place for meeting and collaboration, for recreation, for retail, and demonstration, and for visitor orientation, based on historic models.

Buildings 115-116

New American Workplace

"Every man is a warrior working for his country. You, boys, will not be called upon to go to the front. You are here forging the rivets for the mammoth fighting ships which will uphold our Nation's honor."

San Francisco Mayor James Rolph to UIW workers upon the American declaration of war in April 1917.

San Francisco Call, April 14, 1917

Open light manufacturing and office space at 750 Gilman.

Offices and meeting rooms at Ford Point.

Exhibit E

Placeworks LLC

Proposal to the Port of San Francisco

For the Pier 70 20th Street Historic Buildings

December 2, 2011

20 Ton Winery Co-op

A propsal for
Building 14 at Pier 70

December 2, 2011

Prepared for
The Port of San Francisco

Prepared by
Placeworks LLC

1. Summary

a) Development Entity

Introduce the Respondent and team members.

Placeworks LLC, a small developer focused on public/private infill development. Stuart Rickard, the firm's principal, has extensive experience designing, entitling, and building award-winning developments. He has been responsible for implementing over $100 million in real estate development projects that involve a variety of uses, including residential, retail, office, and industrial. Placeworks has experience with public / private partnerships, renovation of warehouse buildings (including for food uses), and historic preservation.

Since the firm was founded in 1983, Carey & Co. has become a national award-winning preservation architectural firm. Carey & Co.'s multi-disciplinary staff includes architects, architectural historians, preservation planners and conservators. Past projects have included large civic structures, small vernacular structures, industrial buildings and more. Carey & Co. has done numerous Historic Preservation Tax Credit and adaptive reuse projects.

OLMM Consulting Engineers is a highly regarded and well-established structural engineering firm with offices in Oakland and San Francisco. OLMM provides complete structural design, seismic analysis, and retrofit design services to both public and private sector clients. The firm is highly disciplined and has always prided itself in meeting schedules and bringing in projects within established budgets.

MK2 Engineers is a Napa, California MEP engineering firm specializing in innovative, energy efficient design of HVAC, plumbing, electrical, and fire protection systems for wineries, schools, commercial buildings and healthcare facilities. MK2's winery expertise includes Production Facilities, Wine Caves, Process Piping, Refrigeration, Ventilation, Process Water, Process Waste, Process Gases, Tank Temperature Control, Co2 Removal, Ethanol Removal, Geo-Loop Ground Source Heat Pumps

Brendan Eliason and Charles Abela are our wine industry advisors. The former an urban vintner currently operating in Oakland; the latter a 40 year industry veteran and former president of Round Hill Cellars.

1. Summary

b) Developer Qualifications

Describe similar projects undertaken by the Respondent and team members.

PLACEWORKS LLC

StopWaste.Org Main Office. Placeworks was the development manager for StopWaste's new main office in downtown Oakland. An existing 14,000 square foot vacant building near BART was seismically retrofitted and renovated, using innovative technologies and emphasizing recycled materials. The building uses 42% less energy than Title 24 standards. StopWaste took occupancy of the building in March 2007. This project achieved LEED Platinum designation, a first for a renovation project in Northern California. OLMM was the project's structural engineer.

Restoration of **66 Franklin** involved the renovation of a 93,000 square foot former Haslett Warehouse building that was built in 1926. Mr. Rickard was Development Manager for Ellis Partners on this project. This building, on Oakland's waterfront, suffered from numerous modifications in the past including demolition of an entire wing of the building. The restoration revealed and repaired the historic concrete façade and installed new windows to match the steel sash windows that were removed. OLMM was the project's structural engineer.

Adeline Place. Placeworks was selected by the City of Emeryville to redevelop a site at the intersection of San Pablo Avenue and MacArthur Blvd. This building, completed in 2009, consists of 36 for sale residential units over parking with retail space at the street edge. A disposition and development agreement with the Emeryville Redevelopment Agency supported affordability in 13 of the units at below-market rates. All of the building's units have been sold.

1. Summary

Lanesplitter Emeryville. A second City of Emeryville redevelopment project, the Lanesplitter Pizza and Pub restaurant occupies a key triangle-shaped parcel at the intersection of San Pablo Avenue and Adeline Street. Placeworks was asked to obtain a new use at the location of a former liquor store and gas station. In 2010, construction was completed and the restaurant opened. Lanesplitter is operating successfully at this location.

EmeryTech involved the conversion of a former manufacturing facility in Emeryville to a mixed-use building that contains 200,000 square feet of office, 10,000 square feet of retail, and a 624 stall parking structure. Mr. Rickard acted as Development Manager for Ellis Partners. This project won a San Francisco AIA design award as well as Honorable Mention for Project of the Year in 2001 from the SF Business Times.

CAREY & CO., INC

Pier 70. Carey & Co. prepared the draft National Register Nomination for Pier 70. This included an intensive survey of historic resources and a detailed context statement on the area's shipbuilding, labor, and industrial architectural history. Carey & Co. working with OLMM Engineers, also prepared Conditions Evaluations for 17 buildings (including Building 14), evaluating existing conditions and providing recommendations and cost estimates for repair and rehabilitation. Carey & Co. also participated in the master planning process with urban design and economic consultants, preparing design guidelines and reviewing and commenting on planning and conceptual design schemes.

REA Building, Sacramento. Carey & Co. served as preservation architect for this rehabilitation tax act adaptive reuse project. We began by confirming national register status, and revised the nomination to account for modification to the building in the 1990s. We reviewed the project to assure compliance with the Secretary of the Interior's Standards for Rehabilitation, and prepared all required Tax Credit documentation. In addition, Carey & Co. provided technical conservation services, consulting especially on the restoration of the brick masonry exterior, terra cotta balustrade, and steel sash windows.

1. Summary

Muni Substation, San Francisco. Carey & Co. first completed an architectural damage and repair survey in advance of an anticipated rehabilitation project. This phase of work, completed in conjunction with OLMM Engineers, also included a conceptual seismic upgrade scheme designed to conform to the Secretary of the Interior's Standards. Next, Carey & Co. worked with the San Francisco Redevelopment Agency to complete programming options for the building's re-use as well as conceptual design schemes based on the programs. The work included workshops with neighborhood groups and a report that will serve as the basis for a Request for Proposals for development of the property.

Carey & Co. served as its own architect for the rehabilitation and tenant improvements of **Old Engine Co. N° 2**. This historic rehabilitation tax act project involved seismic retrofit, mechanical and electrical upgrades, fire protection improvements, and ADA compliance. Newer interior finishes installed by previous owners were removed and original plaster, wood work, and brick were restored. The missing mezzanine was recreated but with a contemporary design. Original copper entry doors, found hidden behind the new stud walls were restored. Exterior granite, brick and windows were conserved. A portion of the basement was fitted out for the owner's wine storage.

The Geneva Office Building, San Francisco. Carey & Co. worked in several different capacities for both the City of San Francisco, and a stakeholder group to develop a scheme for adaptive re-use at the site. The work included a cultural resource study, an initial feasibility study, and a stabilization project. The firm developed several conceptual designs for a cultural and arts center use, including: performance / gallery space, a café and art gallery, administrative offices, gift shop, classrooms and studio spaces.

Additional Carey & Co. Tax Credit projects include the Webster Estate, New Hampshire; The Rotunda Building, Oakland; Sens Spa, the Presidio, San Francisco; 150 Otis Street, San Francisco; the Humboldt Bank Building, San Francisco; and the Mondadnock Building, San Francisco.

1. Summary

OLMM

Buena Vista Terrace is an adaptive reuse and seismic retrofit of a historically significant church in the storied Haight-Ashbury neighborhood. The circa 1915 Romanesque Revival Christian Scientist church building measures approximately 125 ft x 55 ft in plan dimensions. The original construction was essentially a tall one story building with a partial basement and wood and steel framed roof. The project combines complete seismic upgrade of an unreinforced masonry (URM) structure, historic preservation, and addition of 4-levels of new structural steel framing for new residential floors within the vacant church to provide 40 units of affordable senior housing with total area of about 30,000 sq. ft. The beautiful main building façade, with its highly ornate terra cotta work and stained glass windows, was preserved.

The Palace of Fine Arts, San Francisco. OLMM was the structural engineer, and Carey & Co. was the architect, for the rehabilitation of the Palace of Fine Arts. OLMM completed the seismic stabilization design for the Rotunda. The project also included lagoon and landscape restoration. OLMM prepared a detailed seismic analysis. Detailed 3-dimensional computer models of the structure were developed using SAP2000 and Response Spectrum dynamic analyses were performed for the Design Basis Earthquake. The effects of foundation flexibility and rocking were included in the computer model by explicitly modeling the piles and the pile caps.

San Francisco City Hall is a 5-story, 600,000 sq. ft. building completed in 1916. It covers two city blocks and has the fifth tallest dome in the world. OLMM, as joint venture prime consultant, was responsible for a major portion of seismic retrofit above the plane of isolation, including the design of new shear walls, strengthening of the floor diaphragms, non-structural items, and the foundations. Carey & Co. served as Executive Preservation Architect for this project.

1. Summary

MK2

Rubicon Estate, Rutherford. Niebaum-Coppola retained MK2 Engineers to evaluate and provide consulting engineering services for their facility, a historic turn-of-the-century winery. The project provided a balance between preserving history and applying modern wine making technology. MK2 played a major role in the planning and design phases, which included, HVAC, CO2 evacuation system, humidification, process equipment and piping, fire suppression system, building automation and electrical design.The unique expertise of MK2 in historical renovation and modern wine making technology resulted in original and creative engineering solutions and client satisfaction.

Sonoma Wine Company, American Canyon. MK2 Engineers designed the mechanical, electrical and plumbing systems for the project. Sonoma Wine Company is a full-service crush-to-bottle contract winery partnering with wine producers from all over Northern California to crush, ferment, barrel, bottle and warehouse wine programs of all sizes.

Terrano, Calistoga. Terrano is a luxury, LEED-certified, fractional ownership resort, wellness center, restaurant, winery, vineyards and private social club. MK2 performed Tank Design, Catwalk, Piping, Central Plant, Plumbing and Fire Protection including, Alarm Systems (Performance Design) for this state-of-the-art new production facility.

1. Summary

BRENDAN ELIASON

Brendan Eliason has created a working winery and art gallery from a former factory space in Emeryville, CA. Operating out of a WWII submarine repair facility, his winery, **Periscope Cellars**, works with small, family growers with a focus on hands-on growing and wine making to yield wines of unique character and quality. Current winner of one Gold and three Silver medals in the SF Chronicle Wine Competition. Also, the Best-of-Class winner from the 2008 SF Chronicle Wine Competition.

c) Concept for Building 14

(1) Describe the proposed Rehabilitation Concept for each building included. Explain what uses and activities will occur and how they meet the Port's Objectives for the 20th Street Historic Buildings.

The project concept is an urban winery within Building 14. 20 Ton Winery Co-op is an incubator for small wineries to produce wine and to sell it in a shared tasting room. The public visits 20 Ton to observe the production of the wine, to taste wines produced within the winery, and to purchase wine to take away. Vintners use the facility to make wine at a reasonable cost, by sharing equipment and by marketing directly to the public in a facility that has a San Francisco waterfront location. Wine-making is a growing industry and urban wineries, especially, are a growing segment of the industry.

Urban wineries are also part of San Francisco's history. Prior to 1906, San Francisco was home to many, with over 40 wineries located in present day SoMa alone. Perhaps the industry, then as now, was attracted by the excellent wine-making climate, the easy access to top-notch fruit, and the urbane Bohemianism of the City and its residents.

Urban wine-makers require well-located industrial space. The space needs to have minimal power, adequate floor drains to remove rinse water, and ideally, height, so that wine barrels can be stacked. Cooling, if and when required, can be accomplished with misters. Misters both cool the space and reduce evaporation from the barrels by increasing interior humidity. It is important that rent is modest because small wine-makers are start-ups with limited capital.

Initially, 20 Ton will be an inexpensive place for wine-making and wine tasting. Over time, as the uses in surrounding buildings become more active, the concept will evolve - to include a restaurant, wine-oriented events, and events that utilize the unique environment of an urban winery. Wineries allow future flexibility in the layout of the space because most of the equipment, the barrels, and the completed product (wine) are readily movable.

The users of 20 Ton will be small wineries. They will be organized under the umbrella of a non-profit operator. The non-profit will recruit wineries, schedule shared equipment and production space, oversee marketing of the

1. Summary

facility, operate the tasting room, and organize events. The non-profit will enter into a lease with the Port. The wineries will be subtenants of the non-profit.

Using a similar facility in the East Bay as a benchmark, the number and type of employees, etc. has been estimated by pro-rating to the size of Building 14 and increasing the result by 20% due to the greater density and expected intensity of this use in San Francisco.

- The number of employees will be 7 full-time vintners, plus 1 part-time tasting room employee.
- The number of visitors varies because events may have large numbers of visitors. However, during normal operations (i.e., no event taking place), visitors / customers / clients will average 20 per day.
- Proposed events could involve open houses with live music, monthly art openings, and perhaps food truck/restaurant collaborations. The music events have the potential to be the most popular, potentially attracting up to 400 visitors. Art openings may attract up to 50, while the food events, held six times per year, might attract 100. Other potential events include winemaking and tasting classes, featured winemaker tastings and special release parties.
- In addition, the Co-op will have commercial deliveries, averaging 1 per day.

This proposal addresses the rehabilitation of Building 14 with a use that is viable currently. No mezzanine is proposed. Over time, as 20 Ton Winery Co-op becomes more successful, the number of employees and, especially, visitors will climb. The number of events will increase. And in the long run, an intensification of the use of Building 14 makes sense as the surrounding buildings are renovated and become activated with use. A mezzanine could then be built. At that time, the winery use could continue within the building, supplemented by other uses that relate to food and dining.

Placeworks LLC will act as construction manager and as developer. The developer role involves the coordination of resources necessary for completion of the construction and delivery of the facility to the operating non-profit entity, including identifying wineries which desire to operate in the building.

1. Summary

Placeworks has experience with public / private partnerships, renovation of warehouse buildings (including for food uses), and historic preservation. Carey & Co. Inc., Architects will act as architect/preservation architect.

(2) Summarize the Rehabilitation Concept in one table showing uses, capital investment and project phasing (if proposing for more than one building).

This is not applicable since we are only proposing for one building.

(3) Describe the building program including hours of operation, parking and access requirements, and, if public assembly use, measures to ensure patron safety.

The 20 Ton Winery Co-op is an industrial use, processing raw materials to make a product. The raw materials, grapes, are delivered by truck from vineyards in the agricultural lands surrounding the San Francisco Bay. These deliveries are seasonal because the optimal time to pick the wine grapes is late September and October. During this "crush" season, the raw material is processed by crushing, fermenting, and filtering. After crush season, the wine is aged, then packaged, at which point it can be sold – either direct to customers (individuals and restaurants), or through a wholesaler.

The program for Building 14 reflects this process. Yard space is required during crush as trucks pull trailers with bins containing grapes adjacent to a piece of equipment called a "crusher destemmer." The bins are lifted and tilted, causing the grapes to fall into the crusher destemmer. The resulting mixture of juice and skins is then transported inside the building for fermentation and the remainder of the process. The yard space in which the trucks pull up and the crusher destemmer operates is called a "crush pad" and this space is indicated on the site plan included in d)(2) below (Exhibit 1). This space is only required during crush season.

Within the building, Exhibit 2 shows the assignment of spaces anticipated in the long run for making wine and offering it to customers. This layout enables efficient processing of the wine from crush through packaging, utilizing existing building openings in order to facilitate compliance with the Secretary of the Interior's Standards.

We understand that in the long run, the Pier 70 master plan will address

1. Summary

parking for all of the buildings as they become fully occupied. In the short run, the 20 Ton Winery Co-op has a small parking demand during the day – approximately 7 passenger vehicles. During evenings and weekends, the parking demand will increase, especially when events are staged. We propose using existing surface parking at the Pier 70 to meet this increased parking demand, which will occur at off-peak hours.

4) Identify synergies or conflicts with other existing (ship repair) and planned (parks and commercial development) activities at Pier 70.

The buildings at Pier 70 establish a singular environment – one that is conducive to creative work. A vintner use is appropriate to the site because it is clean, creates a high-value entertaining product, and is a manufacturing use that can utilize Building 14 soon. Thus the vintner use is a good first step and a good model for revitalizing other historic buildings at Pier 70.

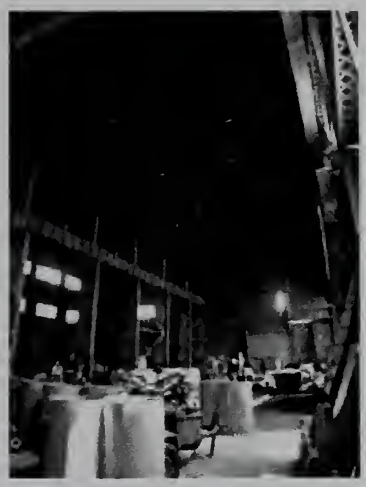
Confirmed uses at Pier 70 include office/commercial, ship repair, and park/open space/recreation. Other probable and possible uses include retail, restaurant, museum/cultural, farmer's market and/or gourmet food court, educational, and artist studio space. The proposed winery fits with these uses in many ways.

Casual visitors to the tasting room – as well as those coming for a winery event – would not only become familiar with Pier 70, but may also be attracted to other retail establishments that will be located there. Artists with studio space in other Pier 70 buildings, or in nearby Dogpatch, could exhibit art at 20 Ton. The winery could also collaborate with restaurants within the complex, perhaps holding jointly-sponsored wine and food pairing events.

The tasting room could become an after-work destination for future office workers at Pier 70, as well as neighbors in the adjacent Dogpatch community. Ship repair workers would also be welcome at this casual locale, and may be especially interested in "Monday Night Football at 20 Ton."

Other anticipated surrounding uses – museum/cultural, retail, and restaurant/food-related – would generate synergies with an urban winery. An afternoon at Pier 70 might include a visit to a museum, wine tasting, and then dinner at a Pier 70 restaurant. Or perhaps a walk along Slipways Park, followed by a wine event in Machine Shop Courtyard.

d) Rehabilitation Strategy to Ensure a Successful Project



(1) Describe the proposed rehabilitation plan including how you will address retaining historic fabric, addressing seismic and other structural challenges, adding modern building systems, and additions, if any, to any of the buildings. Explain how you will address the deteriorated state of the building.

Wine-making is an ancient art, still frequently practiced in simple conditions. A modest rehabilitation of Building 14 will suit the winery well, and will help to preserve the character of this historic building. Ten areas of rehabilitation are described below.

1. Remediation of Hazardous Materials. Although we have not received a detailed environmental survey of Building 14, we propose addressing assumed lead-containing paint on the structural frame as follows:

- Wash the surface and contain and properly dispose of the rinse water;
- Remove paint where necessary for structural work using an in-place chemical method and proper disposal; and then
- Encapsulate by re-painting.

Remediation of subsurface contamination, if any, that may have to be addressed is beyond the scope of this Proposal.

2. Demolition/Clean-Up. Clean the space, remove tripping hazards from the floor; remove unused utilities.

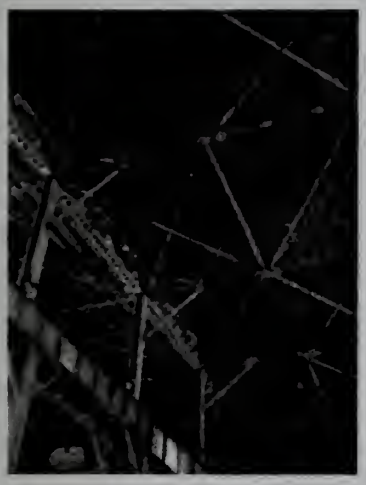
3. Seismic. Perform the detailed seismic analysis recommended in OLMM's 2008 report. Investigate whether the crane frames can be utilized to develop lateral strength within the building. Our hope is that the modest dead weight of the building may result in a relatively inexpensive seismic solution.

4. Envelope.

a. Corrugated galvanized iron wall panels:

- Attachment. The corrugated wall panels will be surveyed for sound attachment. Any attachments found to be deteriorated or sub-standard will be replaced with galvanized steel self-tapping screws. Some panels at the lowest coarse that are badly dented from impact damage, or panels that are rusted through, will be replaced in kind. We estimate fewer than 5% of the panels will need replacement.
- Rust. For this project, the rust is considered a character-defining feature. We will investigate consolidation treatments that will leave the

1. Summary



rust in place without relying on an opaque coating. In any case, rust is to some degree protective. Replacement-in-kind of severely corroded panels will be considered an ongoing maintenance item for the facility.

b. Corroded galvanized iron roof panels

- Attachment. As with the wall panels, the roof panels will be surveyed for sound attachment, and reattached as and if required.
- Rust. Again, rust is a character-defining feature and will be treated or left in place.

c. Windows. The existing steel sash windows will be retained and repaired as follows:

- Remove broken glass, dirt, and deteriorated glazing putty.
- Wire brush steel elements to remove rust. Paint the sash with a high performance industrial coating system.
- Replace broken glass and deteriorated glazing putty.

5. Utilities and Sprinklers. To the extent that these services, including lighting for the building, are not working, they will be repaired.

6. Lighting. We propose reusing the existing industrial lighting to the extent possible. If necessary, the fixtures will be relamped with more efficient options, such as LED. Where the historic lighting is no longer functional, it will be replaced in kind. Where necessary, such as at the tasting area, this lighting will be supplemented by task lighting.

7. Restrooms and Office. Two restrooms and a room to be used as an office/conference room will be constructed within the building. Wine-making activity and the tasting area occur in an open area in the center of the building where the large volume of the building can be experienced.

8. Special cooling at the barrel storage area will be required to maintain the ambient temperature at around 55 degrees. This will either be done by misting, or by constructing a dedicated climate-controlled storage area. It should be noted that the average ambient temperature of San Francisco is 55 degrees; therefore, maintaining this temperature in a portion of the building, may be accomplished largely through low-energy solutions such as misting or night fans.

9. Exterior spaces. The winery will take advantage of its surroundings by situating the tasting room along the center of the west elevation. This location faces "Machine Shop Courtyard," which will be a natural gathering space for visitors. Outdoor tables can be placed in front of the building when the whether permits. The crush pad will be located outside just south of the building, taking advantage of the triangular space formed by Building 14, the relocated Building 21, and the planned roadway that cuts through the site on a diagonal.

10. Ultimate buildout. We envision a gradual development of the space in response to the success of the facility. Future build-out options include more dedicated functional spaces for the wine-making area, as well as the introduction of a mezzanine. Future wine-making build-outs could include a classroom for special events, and/or a library or museum space. The mezzanine could allow for the introduction of a wine-themed restaurant.

1. Summary

(2) Provide a site plan showing uses by building and any supporting buildings and yard areas proposed for inclusion.

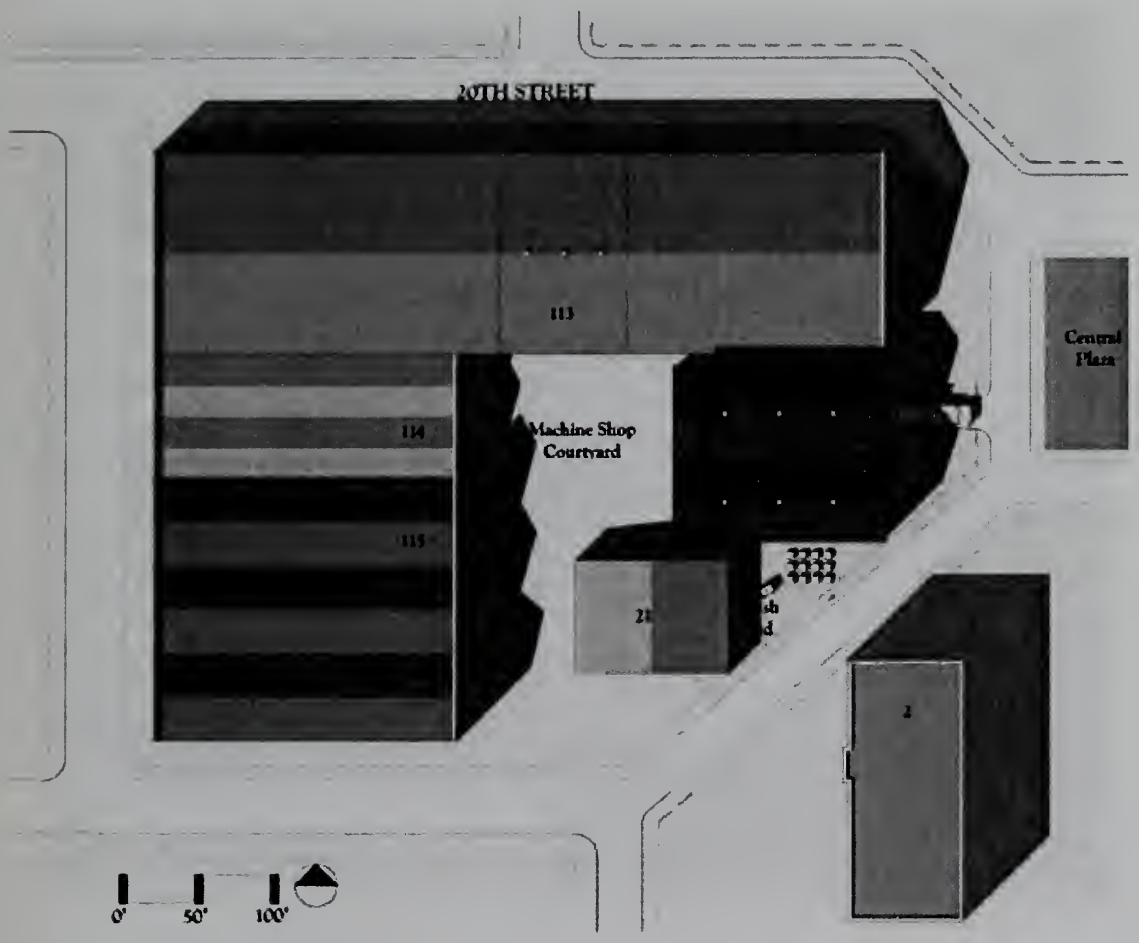


EXHIBIT 1 - SITE PLAN

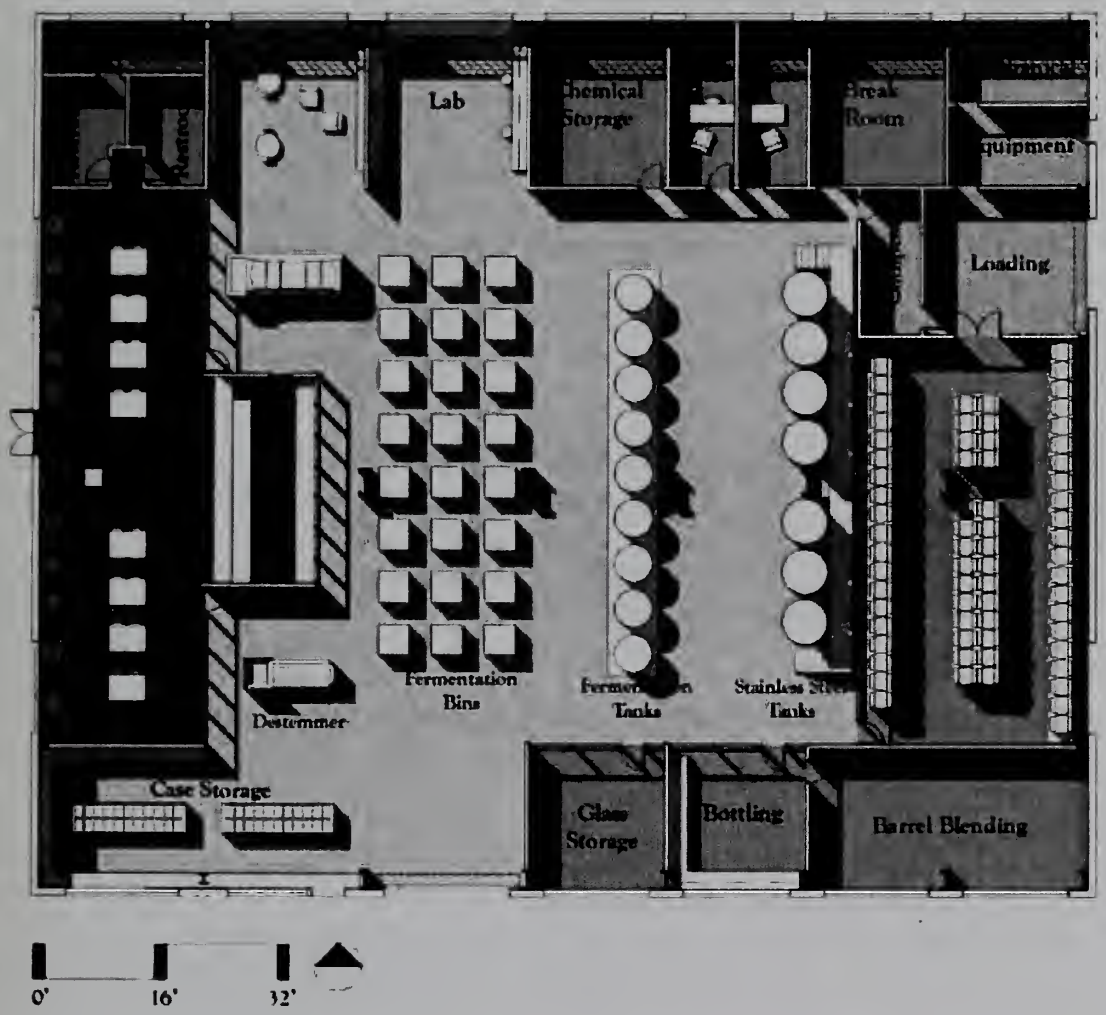


EXHIBIT 2 - FLOOR PLAN
ULTIMATE BUILD-OUT

1. Summary

(3) Explain proposed sources of capital investment and describe the operational and management plan for the proposed project.

The 20 Ton Winery Co-op is proposed as a non-profit operation. The Co-op incubates small vintners, allowing them to produce wine with reduced start-up costs by sharing equipment and sharing space. The Co-op manages the sharing of space and equipment and organizes marketing and events to promote the sale of wine.

Placeworks and the winery advisors on the team will assemble the founding group of vintners and establish the non-profit operating entity. Placeworks and the design consultants will design the improvements, hire and oversee a contractor, and deliver the space to the non-profit. Financing of the construction specific to the winery use (as opposed to "shell" construction) will be obtained by the non-profit on behalf of the founding vintners. The founding vintners, the non-profit, and Placeworks will contribute equity to support the venture.

(4) Describe the schedule and approach to securing regulatory approvals for the proposed project through occupancy.

The regulatory process for this project will involve review by multiple entities, including the Port of San Francisco, the San Francisco Planning Department (CEQA)

1. Exclusive Negotiations Agreement, Lease Agreements, Building Permits
The developer will enter into negotiations to complete a Exclusive Negotiations Agreement (ENA) per the RFP.

Port staff will develop, and the Port Commission will approve, a Pier 70 Finance and Land Use Plan. The Plan will be forwarded to the Board of Supervisors for final approval.

Port staff will prepare, and the Port Commission will approve, a Lease Disposition and Development Agreement (LDDA) to lease the building to the client. Following the Port Commission's action, a lease document will be prepared and forwarded to the Board of Supervisors for approval. Both the LDDA and subsequent lease agreement can only be approved after approval of the Final EIR and certification of the EIR by the Planning Commission (see California Environmental Quality Act).

The developer will submit building plans for review and approval by the Port's Building Department. Final approval is subject to the approval of the lease agreements and completion of the environmental review process.

2. California Environmental Quality Act
As a historic resource, the proposed project will be subject to CEQA. The environmental review process will be handled by Port staff with direct involvement by the Planning Department's Environmental Planning Division. Since it is highly likely that environmental review will include all the buildings in the RFP, any schedule will depend on the progress of the Project Proposals for all the buildings.

If an EIR is required, there will be an Initial Study and preparation of Draft and Final EIRs. The Port Commission and Planning Commission will hold hearings on the DEIR. The Planning Commission will approve the Final EIR and certify the FEIR, usually at the same hearing. The Historic Preservation Commission will also review the DEIR.

3. Land Use and Zoning
The Eastern Neighborhoods planning process left the Pier 70 rezoning and general plan amendments to future actions by the Planning Commission and Board of Supervisors. These actions would take place as part of the 20th Street Historic Buildings project. Adoption of zoning changes and general plan amendments can only be adopted after certification of the FEIR; usually at the same Planning Commission hearing. The Board of Supervisors hearing would follow the Planning Commission's actions.

4. Historic Preservation Tax Incentives Program
Although not required by the RFP, an application for the 20% federal rehabilitation tax credits is being considered. In order to apply for the tax credit program, the property must be a certified historic structure, which requires that it be a contributing resource to a Pier 70 historic district listed in the National Register of Historic Places. This will require the Port to submit the nomination to the State Office of Historic Preservation with final approval by the National Park Service. Application for the tax credit program may be made ahead of the historic district being listed in the National Register.

Building 14 is identified as a contributing resource in the Draft National Register Nomination for Pier 70, prepared by Carey & Co. The Part I application, which will be submitted during the project's schematic design phase, will cite this draft and incorporate relevant information.

5. Other Regulatory Approvals
The development of the 20th Street Historic Buildings may require review and approval by federal, state and regional agencies, some of which are the U.S. Army Corps of Engineers, Bay Conservation and Development Commission, State Lands Commission, and Regional Water Quality Control Board. The Port will be responsible for obtaining approvals from these agencies, if required.

6. Bureau of Alcohol, Tobacco and Firearms Permitting
Wineries require Federal permitting and bonding through the Bureau of Alcohol, Tobacco, and Firearms to ensure payment of taxes. Under these Federal regulations, wine-makers must track the production and distribution of wine through careful inventory bookkeeping and are subject to background checks. The

1. Summary

20 Ton Winery Co-op non-profit will obtain the Federal permit and bond. Member vintners will operate under the umbrella of the Co-op's permit. In addition to Federal permitting, State licensing is required through the Bureau of Alcoholic Beverage Control. The 20 Ton Winery Co-op non-profit will obtain this State license.

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Informational Update on Engineering Investigation to Bring Pier 38 into Code Compliance

DIRECTOR'S RECOMMENDATION: Informational Only; No Action Required

The purpose of this item is to provide the Port Commission and the public with an update on the engineering investigation to bring Pier 38 into code compliance.

BACKGROUND

As a result of the legal action taken by the Port, the master lessee, Mr. Carl Ernst lost control of the Pier 38 Facility and was evicted from the premises on August 1st, 2011. Since then, Port Engineering Division Staff, with the assistance of Port's as-needed consultant, Creegan + D'Angelo/F.E. Jordan Joint Venture(C+D) has performed a number of rapid assessments and discovered a number of unsafe conditions related to egress, accessibility, and the electrical, plumbing, mechanical and structural systems of the facility. To protect the health and safety of the occupants and the public, Port's Chief Harbor Engineer declared the Pier 38 Shed and Office spaces and North Apron Dock area unsuitable for any occupancy and occupants were asked to vacate the premises.

Following the vacancy, Port Engineering retained C+D to perform a detailed investigation and make field measurements and develop plans of the existing construction and develop alternatives for the future use of the facility. The investigations required demolition of selected walls and flooring to expose hidden electrical, plumbing and structural installations to determine whether construction methods were proper and conform to Code requirements.

THIS PRINT COVERS CALENDAR ITEM NO. 10A

C+D's scope of work was to fully investigate the following items:

Item 1:	Repair alternatives for the core and shell of the 1st story bulkhead structure (includes built out portion of the shed)
Item 2:	Repair alternatives for the core and shell of the 2nd story bulkhead structure (includes built out portion of the shed)
Item 3:	Modifications required to allow maximum amount of shed parking
Item 4:	Modifications needed to satisfy BCDC's Public Access requirements and cost
Item 5:	Marina evaluation including estimates for marina repairs as well as complete demolition

BUILDING OCCUPANCY OPTIONS

With consideration of these items, C+D and its sub-consultants, Michael Tauber Architecture, YEI Engineers, and M. Lee Corporation have prepared a study of options for Pier 38. The options were developed after considering the existing conditions of the building including accessibility, additions and alterations constructed without building permits or inspections, and occupancy.

Port staff and C+D established the maximum occupant load allowed for each option noted below based upon not triggering a seismic upgrade, then studied and determined the occupant load for the improved, built out office space areas, again based on the options noted below, and then determined the remaining allowed occupant load to establish how much parking could be included within the shed. Additional occupant load that could be achieved from a seismic retrofit was not considered as an option due to the high cost.

Two options were developed which satisfy the goals noted in Items 1 through 4 listed above. Item 5 regarding the marina evaluation is addressed in a separate section below.

Option 1 includes creating office occupancy space (without any assembly occupancy space) within the improved areas of the first and second floor. Option 2 includes creating office space and an assembly area on the second floor within the improved areas. Please refer to the attached Exhibit #1.

Each option includes construction of two new elevators and elevator machine rooms at two separate locations, and repair and improvement of the north and south aprons on each side of the improved shed area for exiting and public access. A new pedestrian walkway will also be constructed at the eastern extent of the building for public access. New sprinklers will be added to the building. The non-code compliant spiral stair will be removed.

Option 1 includes estimates for two phases. The two phases include repair/ improvement of the first floor during the first phase followed by repair/improvement of the second floor in the second phase. Option 2 was estimated using a single

repair/improvement phase. The costs for providing BCDC public access are included in each option.

COST AND EXPECTED RETURN

Below is a summary table of the various options studied showing the cost, expected yearly rental return, and expected return period.

Option #	Option	Cost	Expected Yearly Return
1a	First Floor Only 12,334 s.f. office space	$1.7 Million	$370,000
1b	First Floor with Parking 12,334 s.f. office space 70,200 s.f. parking inside shed with estimated 228 parking spaces	$4.6 Million	$730,000
1c	First and Second Floor Office 27,929 s.f. office space	$3.6 Million	$840,000
1d	First and Second Floor Office with Parking 27,929 s.f. office space 70,200 s.f. parking inside shed with estimated 228 parking spaces	$6.5 Million	$1,200,000
2a	First and Second Floor Office and Assembly 4,478 s.f. assembly occupancy space on second floor 23,451 s.f. office space combined on first and second floors	$3.7 Million	$840,000
2b	First and Second Floor Office and Assembly with Parking 4,478 s.f. assembly occupancy space on second floor 23,451 s.f. office space combined on first floor and second floor. 19,000 s.f. parking inside shed with estimated 40 parking spaces	$4.5 Million	$900,000

MARINA OPTIONS

In 1997, the California Department of Boating and Waterways ("DBW") loaned $1.465 million to Pier 38 Maritime Recreation Center to make marina improvements to Pier 38.

This loan may have been the primary source of funding for the marina float to the North of Pier 38 as well as other maritime equipment used by the previous leaseholder. DBW retains the right to request the Port enter into a new maritime lease with DBW (or its nominee). Therefore it is unknown if the Port can make changes at this time to the maritime equipment financed by DBW's loan.

The existing marina float mentioned above was not designed for the wave exposure it is subjected to at its current location nor the large ships it has been handling. The marina floats are also in very poor condition. If DBW's loan issue is able to be resolved and the Port is able to make changes, the floats must either be demolished or repaired and modified to increase their durability and accomplish an acceptable level of performance for any future use to be allowed.

C+D developed two options for the marina: 1) completely remove the existing marina or 2) upgrade the marina to allow for temporary berthing of small vessels during non-storm events.

The second option would result in an improved float system that allows for short term berthing for up to twelve small (under 80 ft.) motorboats or sailboats. Power and utilities would not be provided as the berths would be designed for short term docking.

The cost for the marina options are:

Option	Option	$
1	Demolish existing marina	$338,704
2	Demolish existing marina and build temporary berthing	$768,858

FURTHER STEPS

Port staff will further evaluate the options discussed above and confirm anticipated revenues and costs. Based on feedback, options may be adjusted slightly. Port staff will return to the Commission with a recommendation of a preferred option for approval.

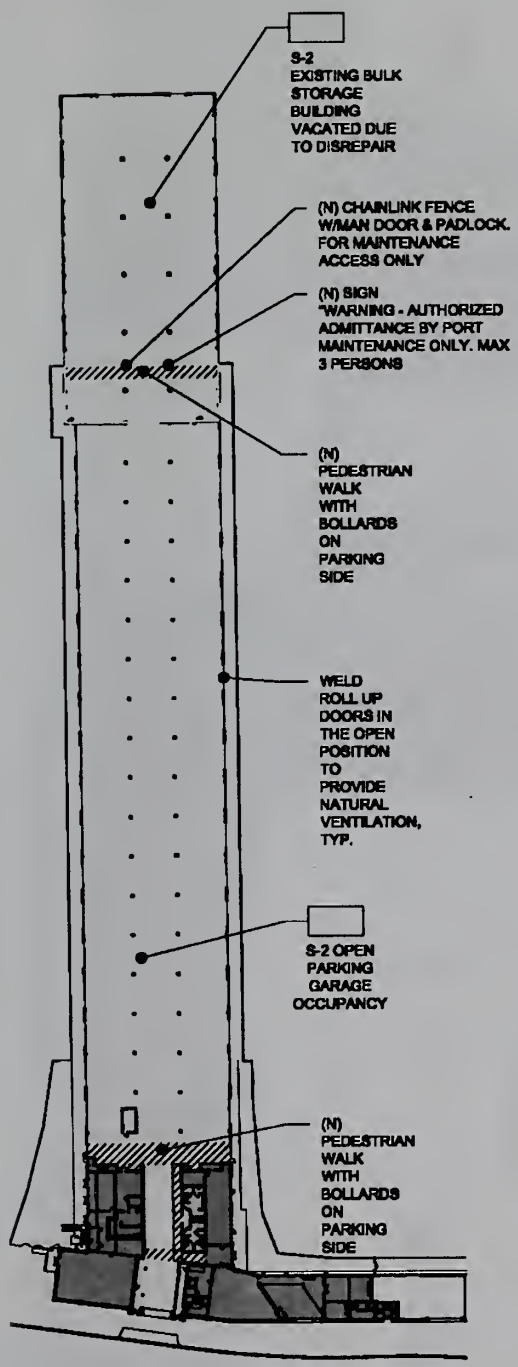
Prepared by: Peter Luong, Associate Civil Engineer

Prepared for: Ed Byrne, Chief Harbor Engineer

Exhibit #1 – Option 1 and Option 2 Layouts

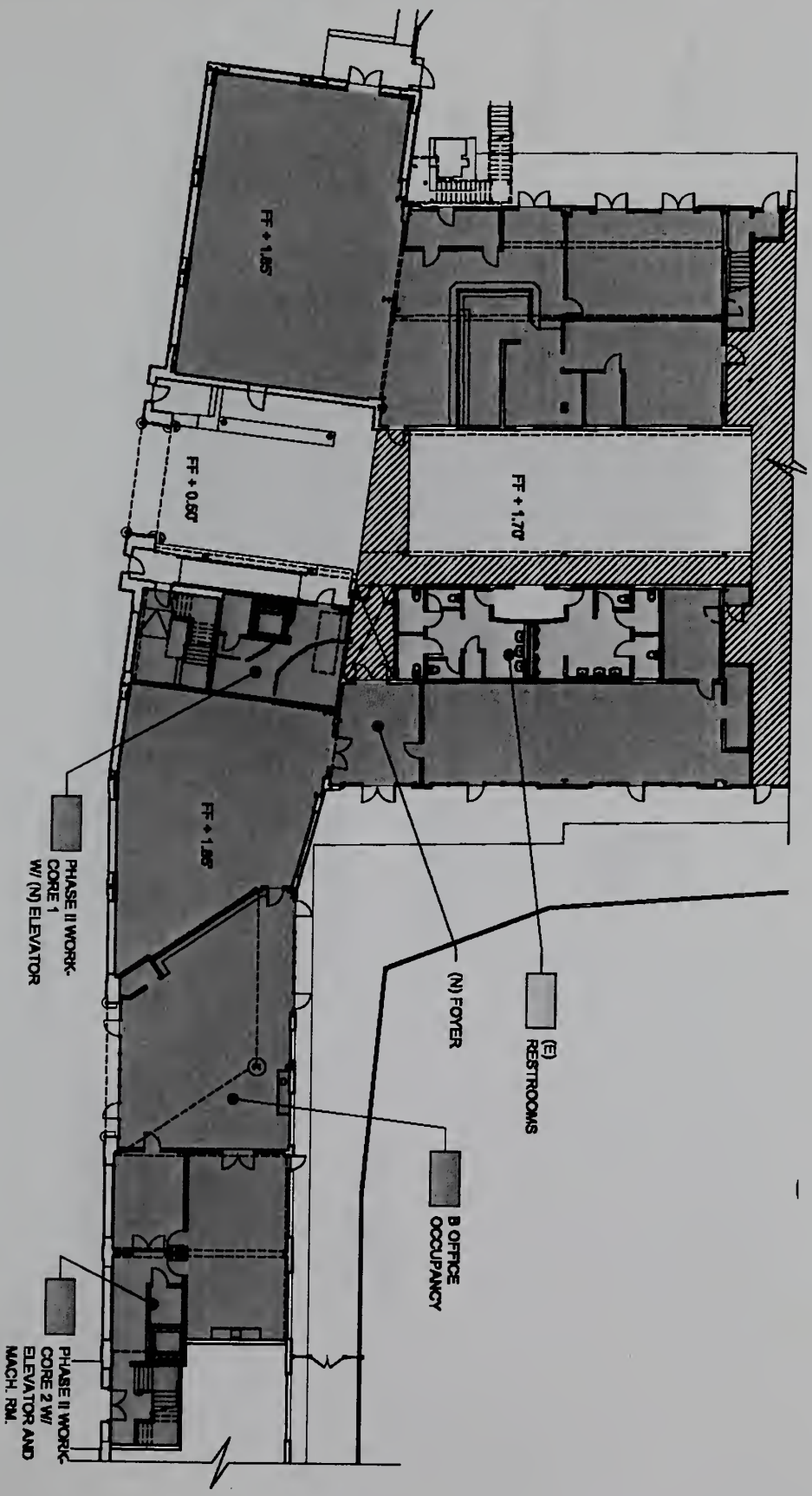
Option 1

First Floor



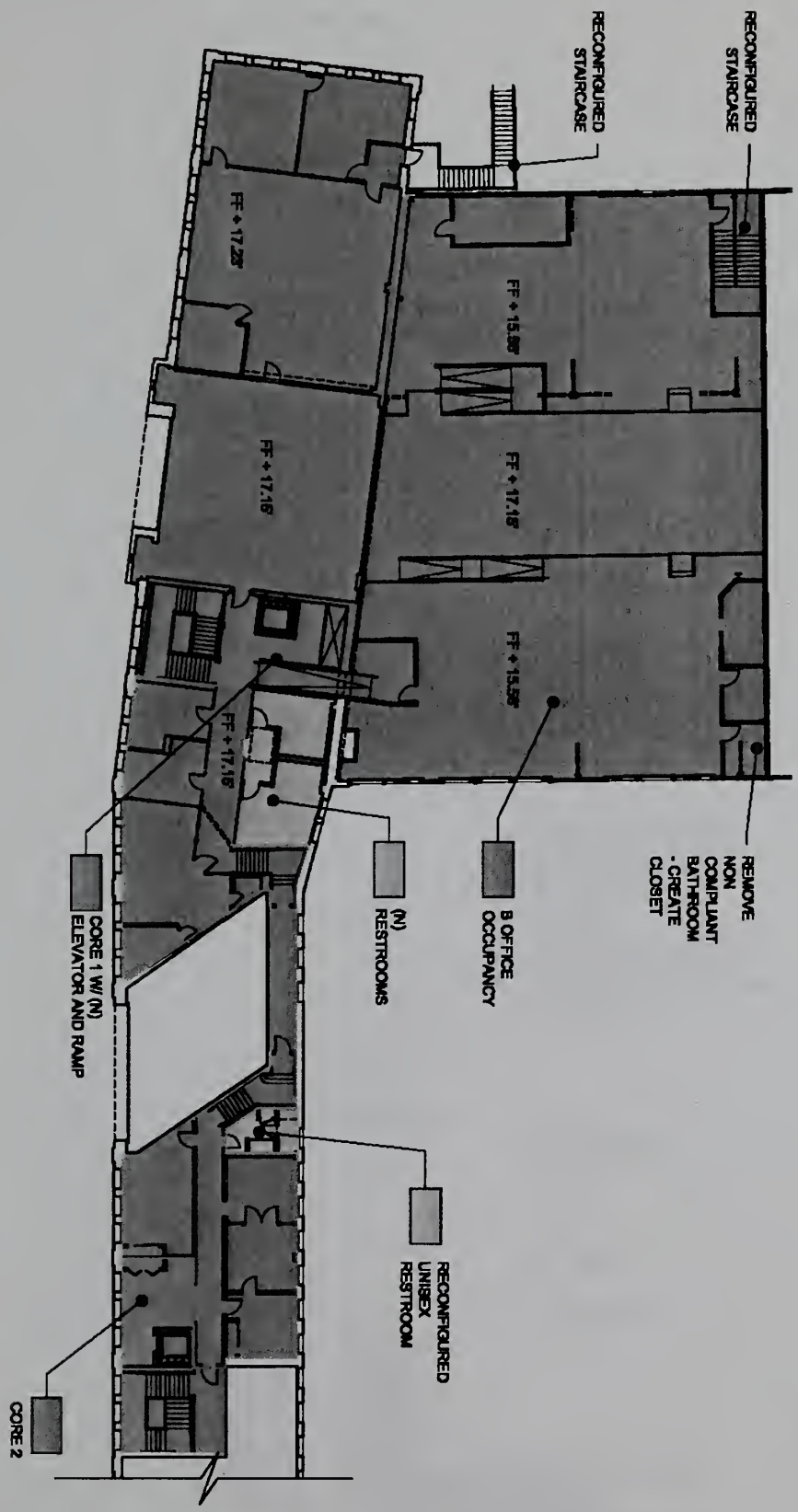
Option 1

Zoomed In View of Partial Portion of First Floor



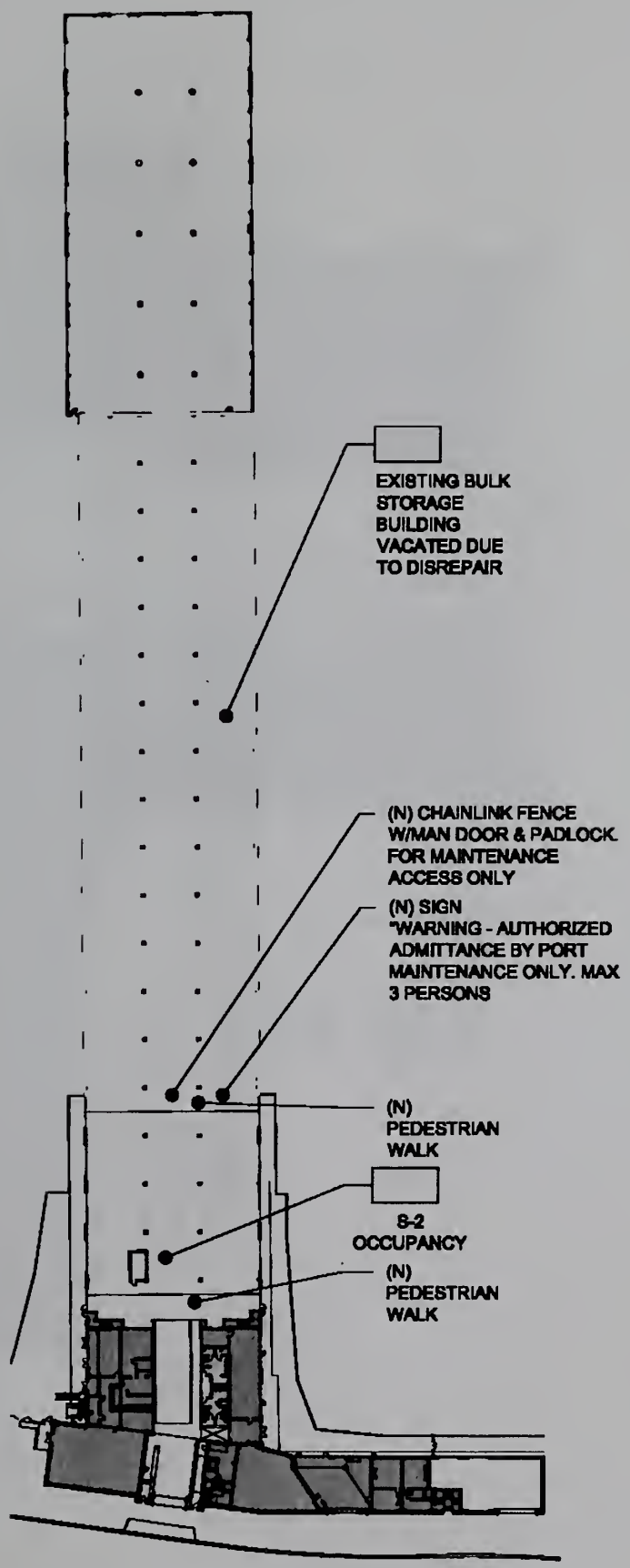
Option 1

Zoomed In View of Partial Portion of Second Floor



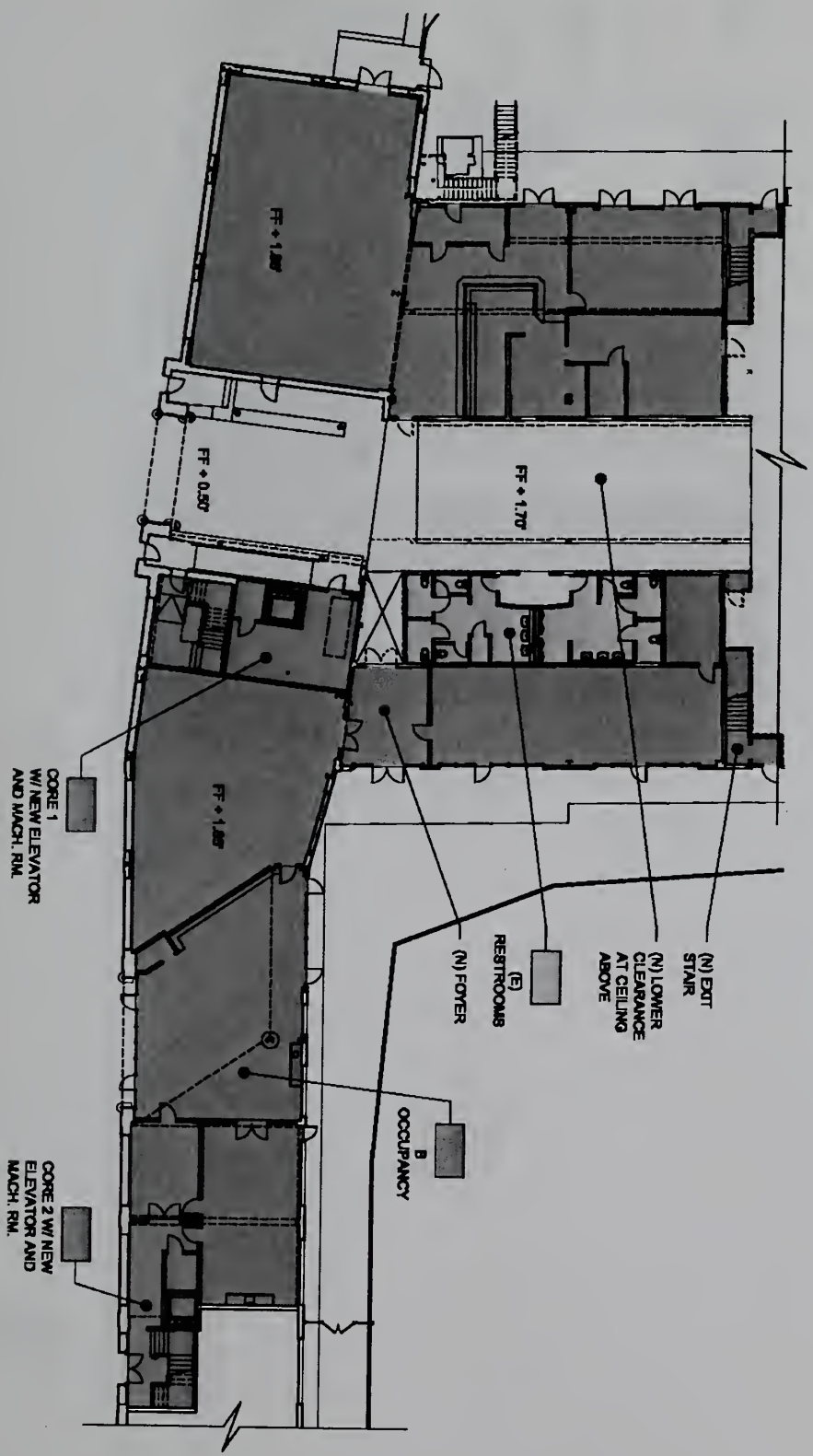
Option 2

First Floor



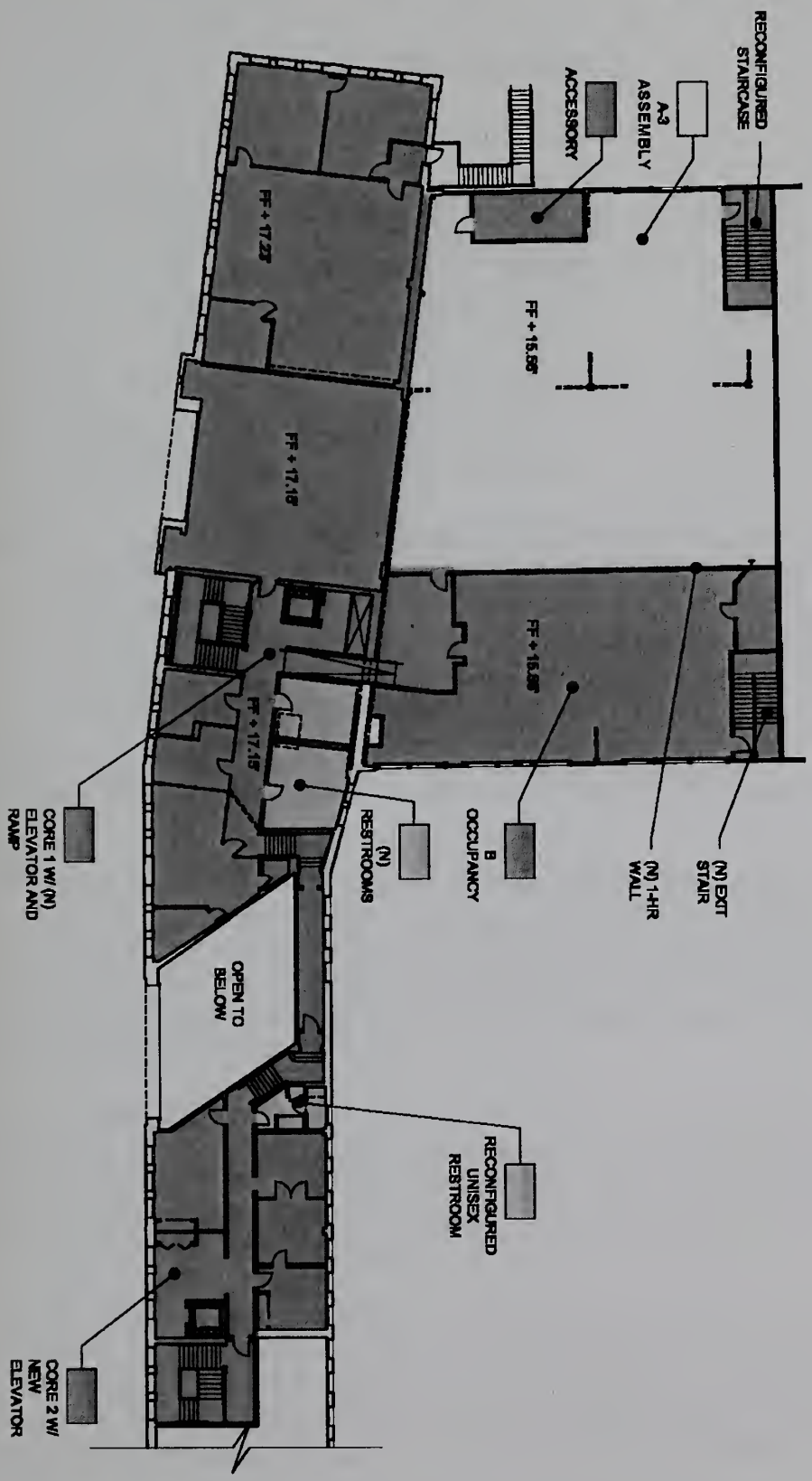
Option 2

Zoomed In View of Partial Portion of First Floor



Option 2

Zoomed In View of Partial Portion of Second Floor



PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Request authorization to execute an amendment to the contract with Winzler & Kelly and Structus Inc., Joint Venture, for design and engineering of the Brannan Street Wharf to add Phase 3 bidding and construction support services for a not to exceed amount of $215,444 (of which $106,292, is subject to additional Civil Service Commission approval) raising the total contract amount to $1,906,292

DIRECTOR'S RECOMMENDATION: Adopt Attached Resolution

Introduction:

Port staff request authorization to execute an amendment to the professional services contract with Winzler & Kelly and Structus Inc., Joint Venture ("W&K/Structus JV"), for design and engineering of the Brannan Street Wharf (the "Project') to add Phase 3 bidding and construction support services for a not to exceed amount of $215,444 (of which $106,292 is subject to additional Civil Service Commission approval), raising the total contract amount to $1,906,292.

The original contract amount authorized was $1,539,954 and the scope of services was limited to Phase 1, conceptual design and engineering, and Phase 2, final design and engineering. Phase 3, design support during bidding and construction, was negotiated by Port staff with W&K/Structus JV and included in the contract as an unauthorized phase subject to future Port Commission approval if deemed appropriate.

Working within the previously authorized contingency of $153,995, Port staff executed prior amendments increasing the contract amount to $1,690,848 due to unanticipated design and engineering services required for seawall repair and revised project delivery necessitated by requirements associated with new federal funding. Phases 1 and 2 are now complete and services for Phase 3, design support during bidding and construction, are needed.

THIS PRINT COVERS CALENDAR ITEM NO. 10B

Background:
The Port Commission, at its meeting on March 11, 2008, authorized staff by Resolution No. 08-16 to issue a Request for Proposals soliciting engineering consulting services for the Brannan Street Wharf Project and to initiate a competitive selection process that would result in a staff recommendation for contract award. Staff completed the RFP process and at its meeting on December 9, 2008, the Port Commission authorized award of the contract to W&K/Structus JV in an initial amount not to exceed $1,539,956 for Phases 1 and 2, conceptual and final design and engineering respectively, and further authorized staff to increase the contract amount, as necessary for unanticipated contingencies, by an additional sum of $153,995 (10% of the contract amount). Services for Phase 3, support during bidding and construction, were noted as dependent upon the outcome of Phases 1 and 2, and with the understanding that, if appropriate, Port staff would come back to the Port Commission and seek authorization to add Phase 3 services to the contract.

During conceptual and final design, Port staff deemed it necessary to issue two amendments to the contract due to unanticipated services. The first contract amendment was issued on March 15, 2010, and was necessary to add scope for splitting the delivery of the Project into two separate construction contracts, one for the removal of Pier 36 (Pier 36 Removal Project) to be administered by the United States Army Corps of Engineers (the "Corps"), and one for the construction of the Brannan Street Wharf (Brannan Street Wharf Construction Project) to be administered by the Port. The split delivery was required as a result of accepting additional Project funding from the Federal Government specifically for pier removal. The second contract amendment was issued on July 1, 2011, and included scope to design a repair for a previously unknown crack in the existing seawall and to provide additional engineering design and analysis requested by the Corps. A summary of the amendments and amounts is included in Table 1.

Design and Engineering of the Project is complete and Port staff require support services from the designer and engineer of record, Winzler & Kelly and Structus JV, to assist Port Project Management staff, San Francisco Department of Public Works Construction Management staff, and Corps staff in bidding and overseeing construction of the Project. Services include, but are not limited to, responding to requests for information, reviewing contractor qualifications, assisting in interpreting design intent, structural observation, review of submittals and shop drawings, review of testing and special inspections, review of pile driving operations, and issuing minor design changes.

Table 1: Executed and Proposed Contract Amendments

	Amend. Amount	Total Contract Amount	% change from original	Notes
Original Contract	N/A	$1,539,954		Does not authorize bid and construction support services
1st Amendment	$65,038	$1,604,992	4.2%	Unanticipated Services for: Geotechnical Eng., Corps Construction Documents
2nd Amendment	$85,856	$1,690,848	9.8%	Unanticipated Services for: seawall crack, design changes in permitting, additional Corps review
3rd Amendment (Proposed)	$109,152	$1,800,000	16.9%	Anticipated Services for Phase 3: bid and construction support (partial)
4th Amendment (Proposed)	$106,292	$1,906,292	23.8%	Anticipated Services for Phase 3: construction support (remainder, subject to CSC approval)

Local Business Enterprise (LBE) Participation
The LBE participation goal for this project is 20% as established by the San Francisco Human Rights Commission. The proposed contract amendments incorporate this goal and W&K/Structus JV has committed to meeting or exceeding the goal. Current LBE participation, based on the total amount of progress payments to date, is 23.8%.

Civil Service Commission
The Civil Service Commission (CSC) approved a Personal Services Contract (PSC) for design and engineering consulting services for the Project on February 19, 2008, for an amount of $1,200,000 (4098-07/08). The request was made prior to issuing the RFP. After receiving proposals and negotiating the Contract, a request was made to and approved by the CSC on February 5, 2009, to increase the amount to $1,700,000, sufficient to cover the original Contract amount and 10% contingency, but not sufficient to cover anticipated Phase 3 bid and construction support services. CSC rules provide for administrative approval of PSC modifications totaling up to 150% of the original PSC amount. The request to include Phase 3 services raises the total contract amount to 159% of the original PSC amount and therefore requires consideration by the CSC. The next available CSC meeting slot for this request is in February. Because some services are required prior to that date, and because the date is tentative, Port staff requested and received administrative approval to increase the PSC amount to 150%, or $1,800,000. Staff is requesting authorization to issue an amendment to the Contract, the third amendment, to authorize services up to that amount, and a subsequent amendment, the fourth amendment, to authorize the remainder of the services subject to CSC approval.

Funding:
Funding for professional services for design and engineering of the Project, including services required during bidding and construction phases, are provided by $6 million of Port Capital Funds set aside for the Project. The amount requested is within the budgeted amount for such services.

Schedule:
The Brannan Street Wharf Project is separated into 2 construction projects, the Pier 36 Removal Project lead by the Corps, and the Brannan Street Wharf Construction Project lead by the Port. The schedule for bidding and construction is:

Pier 36 Removal Project	
Bid/Award Construction Contract	Completed January 9, 2012
Construction	Jan 2012 – (early) Jun 2012
Brannan Street Wharf Construction	
Bid/Award Construction Contract	Dec 2011 – (early) Mar 2012
Construction	Mar 2012 – (end) Jun 2013

The Corps advertised the Pier 36 Removal Project for bids in October 2011, opened bids on November 8, 2011, awarded the construction contract in December 2011, and anticipates construction to commence in January 2012. The Port Commission, at its meeting on November 10, 2011, authorized staff by Resolution 11-72 to advertise for and accept competitive bids for The Brannan Street Wharf Construction Contract. Staff anticipates receiving bids on January 19, 2012, requesting award of the construction contract in February, 2012, and issuing a notice to proceed in March 2012.

Summary:
Port staff recommend that the Port Commission authorize staff to execute an amendment to the professional services contract with Winzler & Kelly and Structus Inc., Joint Venture ("W&K/Structus JV"), for design and engineering of the Brannan Street Wharf (the "Project') to add bidding and construction support services for a not to exceed amount of $215,444 (of which $106,292 is subject to additional Civil Service Commission approval) for additional construction support services, raising the total contract amount to $1,906,292. The scope of services and amount has been negotiated in good faith, was not unanticipated, and represents a fair value to the Port.

Prepared by: Steven Reel, Project Manager
Engineering

For: Ed Byrne, Chief Harbor Engineer
Engineering

Elaine Forbes, Deputy Director
Finance & Administration

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-04

WHEREAS, On March 11, 2008, the Port Commission authorized Port staff to issue a Request For Proposals (RFP) for design and engineering services for the Brannan Street Wharf project (Port Commission Resolution 08-16); and

WHEREAS, On December 9, 2008, the Port Commission authorized a contract award to Winzler & Kelly and Structus, Inc., Joint Venture ("W&K/Structus JV"), in an initial amount not to exceed $1,539,956 for a term of three years, with the option to extend the term in one year increments, for a maximum term of five years (Port Commission Resolution 08-76); and;

WHEREAS, On December 9, 2008, the Port Commission further authorized Port staff to increase the contract amount, as necessary for unanticipated contingencies, by an additional sum of $153,995 (10% of $1,539,956) through contract modification or change order and authorized Port staff to execute necessary contract documents for such purpose; and;

WHEREAS, Following the Contract award and during final design and engineering, it became necessary to increase the Contract amount by an additional sum of $150,894, to a total of $1,690,848, for additional engineering services related to seawall repair and developing separate Pier 36 demolition contract documents for the United States Army Corps of Engineers (the "Corps"); and

WHEREAS, The design of the Project is complete for purposes of bidding and both the Corps and Port staff have advertised for construction bids for the Pier 36 Removal Project and the Brannan Street Wharf Construction Project, respectively; and

WHEREAS, The existing Contract amount, with the inclusion of prior Contract amendments, does not include scope of services nor fees for support during bidding and construction which are necessary services referenced, but not authorized, in the Contract; and

WHEREAS, Port staff have negotiated an amount of $215,444 for these support services which represents a fair and reasonable value in staff's determination; and

WHEREAS, The proposed contract as amended will incorporate the existing Local Business Enterprise sub-consultant participation goal of 20%; and

WHEREAS, The Civil Service Commission (CSC) previously authorized a Personal Services Contract (PSC) for a maximum amount of $1,800,000 and Port staff have requested CSC authorization to increase the amount to $1,906,292; and

PORT OF SAN FRANCISCO

MEMORANDUM

January 13, 2012

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Ann Lazarus, Vice President
Hon. Francis X. Crowley
Hon. Doreen Woo Ho
Hon. Leslie Katz

FROM: Monique Moyer
Executive Director

SUBJECT: Request approval of Port projects funded in the amount of $10,394,975 in the third sale of 2008 Clean and Safe Neighborhood Parks General Obligation Bond

DIRECTOR'S RECOMMEDATION: Approve Attached Resolution

BACKGROUND

On February 5, 2008, San Francisco's voters approved a $185 million General Obligation bond measure entitled the 2008 Clean and Safe Neighborhood Parks General Obligation Bond ("2008 GO Bond") of which $33.5 million is allocated to the Port for waterfront parks, including: Pier 43 Bay Trail Link, Brannan Street Wharf Park, Bayfront Park at Mission Bay, Pier 70 Crane Cove Park, Warm Water Cove Park, Islais Creek Shoreline Parks, and Heron's Head Park entrance. This marked the first time the Port received voter approval for general tax support for waterfront parks.

The purpose of this item is to request Port Commission approval for projects included in the third bond sale, which the City expects to take place in early February of 2012, and to transmit the November 2011 Bond Accountability Report for the third sale which provides a status report on all of the 2008 GO Bond projects.

THIS PRINT COVERS CALENDAR ITEM NO. 11A

The 2008 GO Bond report recommended specific project allocations including the following:

Pier 43 ½ Promenade	$ 7,677,800
Brannan Street Wharf	2,941,050
Blue-Greenway Projects	21,645,375
o Bayfront Park at Mission Bay	
o Pier 70 Crane Cove Park	
o Warm Water Cove Park	
o Islais Creek Shoreline Parks	
o Heron's Head Park Entrance	
o Design Standards and Enhancements to all Blue-Greenway Projects	
CEQA Review and Permitting	577,500
Total Project Allocations:	32,841,725
Bond Issuance Costs	658,275
Total Allocation to Waterfront Parks Projects	*$33,500,000*

The Bond Ordinance (No. 237-07) passed on October 24, 2007 which placed the 2008 GO Bonds on the ballot, requires that the Port Commission approve each project prior to bond expenditures. On July 8, 2008, the Port Commission approved the Port's projects for inclusion in the City and County of San Francisco's first issuance of the 2008 GO Bonds, which took place in August 2008. The Port received in the first issuance $3.64 million. Those bond proceeds funded all required environmental review for each Port project and certain pre-construction costs, with the exception of the Brannan Street Wharf project.

On February 9, 2010, the Port Commission authorized the issuance of the second sale of 2008 GO Bonds. The Port received $10.62 million for the Pier 43 Bay Trail Link, Blue Greenway and the Bayfront Park shoreline projects. The bond sale occurred in March of 2010. This bond sale funded the majority of the construction of both Pier 43½ and Bayfront Edge, as well as complete purchase and installation of all signage and wayfinding for the Blue-Greenway, completing the Blue-Greenway Design Standards project.

To date, the Port has spent or encumbered 77 percent of the $14.3 million in bond proceeds from the first and second sale.

Projects for the Third Bond Sale

Port staff propose that the projects below be allocated funding in the third bond sale:

Pier 43 Bay Trail Link	$27,800
Brannan Street Wharf Park	2,941,050
Blue Greenway Signage and Site Furnishings	1,024,000
Tulare Park	460,000
Crane Cove Park	550,000
Bayview Gateway	3,082,125
Heron's Head Park	1,801,000
Blue Greenway Public Art	509,000
Subtotal: Project proceeds	*10,394,975*
Port Bond Issuance Costs	65,025
Total Third Sale	*$10,460,000*

The table below shows the total project budgets, and contributions from the 2008 GO Bonds in the 1st, 2nd, 3rd, and future 4th sales.

Waterfront Parks Program	Total Budget	1st Sale	2nd Sale	3rd Sale	4th Sale[5]	Total Bonds
Pier 43 Bay Trail Link	9,960,763	1,315,875	6,334,125	27,800	-	7,677,800
Brannan Street Wharf Park	25,903,793	-	-	2,941,050	-	2,941,050
Blue Greenway Design Standards	336,000	336,000	-	-	-	336,000
Blue Greenway Signage	1,458,000	434,000	-	1,024,000	-	1,458,000
Blue Greenway Improvements						
Bayfront Park	2,950,000	431,063	2,518,937		-	2,950,000
Tulare Park	860,000	-	125,000	460,000	-	585,000
Crane Cave Park	11,284,225	-	1,263,250	550,000	8,210,898	10,024,148
Bayview Gateway	3,282,125	-	200,000	3,082,125	-	3,282,125
Heron's Head Park	2,351,000	550,000	-	1,801,000	-	2,351,000
Public Art	684,000	-	175,000	509,000	-	684,000
CEQA Review and Permitting	577,500	577,500	-	-	-	577,500
WP Bond Issuance Costs	473,300	32,509	50,579	65,025	485,264	633,377
Total	60,120,706	3,676,947	10,666,891	10,460,000	8,696,162	33,500,000

A fourth sale is required to complete funding of the Port's bond projects because the Crane Cove Park project has not yet received environmental review consistent with the California Environmental Quality Act (CEQA), which is estimated to be completed in 2013.

ACTION REQUESTED

Port staff ask that the Port Commission approve the list of projects to be funded by the third sale of the 2008 GO Bonds.

Prepared by: Elaine Forbes, Deputy Director
Finance and Administration

Attachment: Bond Accountability Report, 3rd Sale, November 2011

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-05

WHEREAS, On February 5, 2008 San Francisco's voters approved a $185 million Clean and Safe Neighborhood Parks General Obligation bond measure (the "2008 GO Bonds"); and

WHEREAS, The 2008 GO Bonds include $33.5 million for waterfront park projects on Port property; and

WHEREAS, The Ordinance authorizing the sale of these bonds requires the Port Commission to approve which parks are to be included in each bond sale; and

WHEREAS, The third series of 2008 GO Bonds will include $10,686,891 for Port waterfront parks projects including construction of the Brannan Street Wharf, Bayview Gateway, Heron's Head, and Tulare Park, and Blue Greenway improvements of public art, signage and furnishings; now, therefore be it

RESOLVED, That the Port Commission hereby approves the list of projects to be funded in the amount of $10,394,975 in the third sale of the 2008 Clean and Safe Neighborhood Parks General Obligation Bond.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of January 20, 2012.

_____
Secretary

PORT OF SAN FRANCISCO

To Angela Calvillo, Clerk of the Board of Supervisors
Ben Rosenfield, City Controller
José Cisneros, City Treasurer
Nadia Sesay, Director of the Controller's Office of Public Finance
Harvey Rose, Budget Analyst

From: Monique Moyer, Port of San Francisco Executive Director

Date: November 28, 2011

The Port of San Francisco would like authorization to precede with the sale of $10,460,000 in General Obligation Bonds. This represents a portion of the $185,000,000 in general obligation bonds that the voters approved on February 5, 2008 for the improvement and construction of parks and open space (Proposition A). This will be the 3rd sale and will fund the planning and design of the Crane Cove Waterfront Park, and complete the funding for detailed design and construction of seven other Waterfront park projects. The 3rd Bond sale will reserve $54,565 for bond issuance expenses and $10,460 for payment into the Citizens' General Obligation Bond Oversight Committee Audit Fund.

Attached, please find a copy of the 2008 Clean and Safe Neighborhood Park Bond Accountability Report for the 3rd Bond Sale, dated November 2011.

Should you have any questions, please contact Elaine Forbes, Port of San Francisco's Deputy Director of Finance and Administration at (415) 274-0445.

cc: Citizens General Obligation Bond Oversight Committee

2008 Clean & Safe Neighborhood Parks Bond

BOND ACCOUNTABILITY REPORT

3rd Bond Sale

November 2011

2008 Clean & Safe Neighborhood Parks Bond

Bond Accountability Report

November 2011

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  - Blue Greenway Signage and Site Furnishings
  - Tulare Park
  - Heron's Head Park
  - Crane Cove Park
  - Bayview Gateway
  - Blue Greenway Public Art

3rd Bond Sale Plan

In February 2012 the Port of San Francisco requests the City to sell $10,344,975 in 2008 Clean and Safe Neighborhood Park Bonds. For a detailed description of each project, refer to Section 3.0 3rd Bond Sale Project Details. A summary of the proposed sale is as follows.

Waterfront Parks	
Pier 43 Bay Trail Link	$27,800
Brannan Street Wharf Park	$2,941,050
Blue-Greenway Signage and Site Furnishings	$1,024,000
Crane Cove Park	$550,000
Tulare Park	$460,000
Bayview Gateway	$3,082,125
Heron's Head Park	$1,801,000
Blue-Greenway Art Projects	$ 509,000
Waterfront Parks Projects Total	*$10,394,975*

Miscellaneous Sale Costs	
CGOBOC Audit Fund	$10,460
Misc. Bond Admin. Costs	$33,775
Controller's Audit Services	$20,790
Total 3rd Bond Sale Amount	**$10,460,000**

2008 Clean and Safe Neighborhood Parks Bond Program Summary

- In February of 2008 the citizens of San Francisco passed Proposition A, a $185.0 million General Obligation Bond, known as the 2008 Clean and Safe Neighborhood Parks Bond.
- The $185 million in bond funding is divided into two allocations based on the jurisdiction of the parks and facilities scheduled to receive funding, with $151.3 million committed to the Recreation and Parks Department and $33.5 million dedicated to the Port of San Francisco. In addition, $185,000 is set aside in a Citizens' General Obligation Bond Oversight Committee Audit fund
- The objectives of this bond program are as follows: 1) Fix and improve park restrooms citywide; 2) Eliminate serious earthquake safety risks in neighborhood and waterfront park facilities; 3) Develop new waterfront parks; 4) Renovate parks and playgrounds in poor physical condition; 5) Replace dilapidated playfields; 6) Repair nature trail systems in the city's parks; and 7) Attract matching community and philanthropic support.
- The Recreation and Parks Department's 2008 Clean and Safe Neighborhood Parks Bond Program is divided into six sub-programs. The bulk of funding (80%) is dedicated to funding Major Capital Renovations at 12 Neighborhood Parks. The remaining funds (20%) are divided between five City-Wide programs.
  - Major capital renovation of Neighborhood Parks. The bond program allocates the majority of its funds to capital improvements at Neighborhood Parks across the city. These parks were selected based on the extent to which they are unsafe in an earthquake, in poor physical condition, as well as their ability to provide basic, recreational uses to many San Franciscans.
  - Restroom Repair and Replacement Program. Many of the city's park restrooms are in a state of severe dilapidation; some bathrooms require replacement, others require repairs, and some parks need restrooms. The $11.4 million will fund a restroom replacement, repair, and installation program. Sites will be chosen in coordination with the community, through an open process guided by the Recreation and Parks Department Commission
  - Park Playfield Repairs and Reconstruction. The City's playfields have been "loved to death"- overused due to a citywide shortage of soccer, baseball and multi-use fields. With the growing demand of field athletics, it is difficult to meet demand while keeping the fields at an acceptable condition. Over the past five years, a successful public/private partnership between the Recreation and Parks Department and the City Fields Foundation has resulted in the renovation of playfields at 6 park facilities. Each field has become some of the most requested play fields by park users. These renovated fields are improved by the installation of synthetic turf and night lighting which increases time to play while, reducing maintenance needs and water demand. This $8.5 million will continue that partnership.
  - Park Forestry Needs. Over 100,000 trees populate the city's parks and open spaces.

These funds will provide for an assessment of the health and condition of this urban forest, as well as provide resources to enact the recommendations of the assessment and plant new trees.

- Park Trail Reconstruction. The 2004 Recreation Assessment identified walking and biking trails as the #1 most needed recreational amenity; residents also cited hiking and visiting nature as the two activities in which they would like to participate in more often. The Park Trail Reconstruction program will restore trails and make capital improvements that allow residents to enjoy and experience nature in the parks.
- Community Opportunity Grants. The Community Opportunity Grants Program is a small capital grants program that allows residents, neighborhood groups and park advocates to initiate repairs and improvements in their parks by matching smaller public grants with other private gifts and grants.

The Port of San Francisco's Waterfront Parks program includes community planning efforts for the Blue Greenway and constituent parks, and new open space projects in the northern, central and southern waterfronts. The program will add or improve seven open spaces and total $33.5 million.

Program Budgets and Funding

The initial budgets for capital projects to be funded by the 2008 Clean and Safe Neighborhood Parks bond is shown below. The current budgets for these project are provided in Section 2 of this report.

- Initial Budgets

Recreation and Parks Department:

Major Capital Program	
Chinese Recreation Center	14.2
Mission Playground	7.5
Palega Recreation Center	21.2
Cayuga Playground	7.3
McCoppin Square	5.3
Sunset Playground	13.7
Fulton Playground	4.2
Mission Dolores Park	13.2
Cabrillo Playground	4.5
Glen Canyon Park	5.8
Lafayette Park	10.2
Raymond Kimbell Playground	3.3
NP Contingency Funds	4.7
Major NP Projects Program	**$115.1M**

Citywide Programs	
Restroom Repair Program	11.4
Park Playfields Program	8.5
Park Forestry Program	4.0
Park Trail Program	5.0
Community Opportunity Fund	5.0
Other Citywide Programs	**$33.9M**
Bond Issuance Costs	**$2.3**
RPD Bond Program Total	**$151.3M**

Port of San Francisco:

Major Capital Program	
Pier 43 Bay Trail Link	7.7
Brannan Street Wharf	2.7
Blue-Greenway Improvement	20.9
Blue-Greenway DS Standard	.9
CEQA Review & Permitting	.6
WP Bond Issuance Cost	.7
Major WP Projects Program	**$33.5M**
CGOBOC Audit Costs	.2
TOTAL Bond Program	**$185.0M**

- Funding

  Based on the adopted project budgets and schedules, a plan has been developed to break funding into five sales as detailed below:

  - Sale 1 was completed in August 2008 to fund planning and design for the first 7 of 12 Major Capital projects (Phase I) [1], Citywide Programs, and Waterfront Parks.
  - Sale 2 was completed in early April 2010 to fund: (i) Citywide Programs; (ii) the construction of the Recreation and Parks Department's Phase I projects; (iii) construction of Waterfront Parks; (iv) planning and design of the remaining five Major Capital projects of the Recreation and Parks Department's

(Phase II Programs); (v) and planning and design of Waterfront Parks.

- Sale 3 planned for February 2012 will fund the detailed design and construction of Waterfront Parks.
- Sale 4 will fund all remaining construction of the Recreation and Parks Department's Major Capital projects and Citywide Programs.
- Sale 5 will fund construction of the Crane Cove Waterfront Park.

The sale forecast developed for the projects managed by the Recreation and Parks Department and the Port of San Francisco is as follows:

Bond	Date	SFRPD	SF Port	Other
1st Sale	8/2008	$38,457,502	$3,644,438	$418,060
2nd Sale	3/2010	$49,415,317	$10,616,312	$398,371
3rd Sale	2/ 2012	$0	$10,394,975	$65,025
4th Sale	TBD	$62,634,000	$0	$335,025
5th Sale	TBD	$0	$8,370,975	$250,000
TOTAL		**$150,506,819**	**$33,026,700**	**$1,466,481**
BOND ISSUE TOTAL				**$185,000,000**

Accountability Measures

The 2008 Clean and Safe Neighborhood Parks Bond includes specific project names in its governing ordinance and a comprehensive set of public oversight and accountability measures that apply to each of the funding areas covered by the bond. Oversight measures include:

- Regular public reporting of bond expenditures through a dedicated bond website updated monthly. Website is accessible for public viewing at parkbonds.sfgov.org/2008.
- Annual review before the Park, Recreation and Open Space Advisory Committee (PROSAC), Recreation and Park and Port Commissions, Capital Planning Committee (CPC), and Board of Supervisors as part of the 10-year capital plan and annual capital budget processes. The Recreation and Park Commission will hold at least one meeting per year to solely discuss and review implementation of the general obligation bond. In addition, an item will be scheduled to review implementation of the bond once a month at regularly scheduled Commission meetings.
- The Citizens' General Obligation Bond Oversight Committee (CGOBOC) reviews, audits, and reports on the expenditure of bond proceeds in accordance with the will of the voters. CGOBOC will submit audits and reports to PROSAC, Recreation and Park and Port Commissions, Board of Supervisors and the Mayor's Office.
- 60 days prior to the issuance of any portion of the bond authority, the requesting department must submit a bond accountability report to the Clerk of the Board, the Controller, the Treasurer, the Director of Public Finance, and the Budget Analyst describing the current status and description of each proposed project and whether it conforms to the expressed will of the voters. This report before you is intended to satisfy the reporting requirement of this provision.

Program Management Activities

Recreation and Park Department

In the October, 2011 RPD, in conjunction with the Mayor's Office and the Controller's Office of Public Finance, introduced a Supplemental Appropriation Ordinance to the Board of Supervisors to de-appropriate bond proceeds from projects specified in the Fiscal Year 2009/10 budget (Sources) and re-appropriate such funds to projects that are ready to commence (Uses). This Supplemental was necessary to fully fund the construction contract for the second largest project in the bond, Palega Playground and Recreation Center, and prevent any additional delay to the project delivery schedule for Fulton and Mission Playgrounds. With proceeds from the fourth bond sale for the RPD, planned for Winter/Spring 2012, the Uses projects with short-term surpluses will be refunded, and the remaining projects will be fully funded.

RPD continues to work closely with DPW to address potential schedule delays, and has convened a monthly taskforce to track the progress of each project, review critical path items, and jointly develop proposals for acceleration of project schedules. RPD has requested, and received, additional design resources to accelerate the delivery of the Restroom program. Further, RPD has requested formal proposals from DPW to shorten the schedules on each Phase 2 project by 20%, whether in additional staffing resources to shorten the design phase for each project or estimates to accelerate and compress construction schedules.

RPD will work with contractors on current and planned 2008 Bond projects to explore opportunities for expediting project delivery. RPD has also engaged third party consultants to provide constructability reviews for each project, scrutinizing project duration and phasing to identify any opportunities for more efficient project construction.

Port of San Francisco

The Port has instituted a standing monthly, inter-Divisional meeting on all bond projects in order to more closely track progress and offer assistance among parties when needed. To facilitate added focus to bond-funded projects, the Port hired an additional project manager.

For the Brannan Street Wharf Park project, the Port and United States Army Corps of Engineers are meeting bi-weekly to coordinate work on entitlements and design for the demolition component of the project.

Program Schedule

Recreation and Park Department

RPD's 2008 Clean and Safe Neighborhood Park Bond projects are now proceeding with tightly controlled schedules following unanticipated delays due to environmental reviews, extended time for obtaining DBI permits, unanticipated requirements from Civic Design Review and the Historical Preservation Commission, and minor rain delays. There are four (4) projects in construction: Chinese Recreation Center, Mission Playground, Helen Diller Playground at Mission Dolores, and Sunset Playground; two (2) projects are in bid and award: Cayuga Playground and Fulton Playground; four (4) projects are in design: Palega Playground, Cabrillo Playground, Lafayette Park and Glen Canyon; and two (2) projects are in planning: Raymond Kimbell Playground and Mission Dolores Park. The Citywide programs are proceeding as approved under their various group implementation plans.

Neighborhood Park highlights include:

- McCoppin Square Playground renovation, our first completed 2008 bond project, was opened to the public October 22, 2011. Due to a favorable bid environment, the project is expected to close out with at least $1.5 million in savings, which will be allocated to the Neighborhood Park program contingency fund.

- Mission Dolores Park conducted the sixth and last community workshop, which completes the conceptual design phase. The project is now starting environmental review and detailed design.

- The bid and award phases for Cayuga and Fulton are nearly complete and the Department expects to enter construction within the next six weeks. Both contracts were awarded in amounts at or below our engineers' estimates, so the budget for these projects and the program as a whole continues to remain in balance.

- On Glen Canyon, RPD has finalized the MOU with DPW to complete the detailed design and bid documents for the project. There are two additional community meetings planned in the Fall 2011 to finalize the design of the play area with the community, the first of which is scheduled on November 12, 2010.

Citywide Program highlights include:

- Round 2 of Community Opportunity Fund grant applications in the total amount of $1.3 million was awarded and approved by the Commission in October 2011. Round 2 had 10 successful applicants with projects ranging from stair beautification at Lincoln Playground to an adult fitness area in Boeddeker Park. All projects are allocated two years from the time of award to complete construction. The total of $2.5 million awarded in Rounds 1 and 2 has resulted in $13.7 million in additional leveraged funding for park improvements. Round 3 is scheduled for award in October 2012.

- Park Playfields has been significantly delayed due to public request for an EIR of the proposed synthetic turf project at Beach Chalet. The draft EIR was released in October 2011. Given the remaining procedural steps for review and public comment, RPD anticipates the EIR will be complete by late Spring 2012, followed by seven months of design and bid/award, and a 10-month construction phase.

- A Notice to Proceed was issued on a contract for the next six restroom renovations: Hilltop Park, Portsmouth Square, Balboa Park, Michelangelo Playground, Lincoln Park, and McLaren Park.

Port of San Francisco

- Pier 43 Bay Trail Link: Construction commenced in June 2011 with substantial completion scheduled for July 31, 2012. Work this quarter included pre-construction activities, mobilization, pier demolition, and fabrication of PS/PC concrete piles. Pile driving is expected to begin in November.

- Brannan Street Wharf: The Pier 36 Removal portion of the project is out to bid with award of construction contract expected in December and demolition scheduled to take place from January 2012 through May 2012. At their November 3, 2011 meeting BCDC approved a permit for the new wharf. The Port will bid the wharf construction contract at the end of November 2011, award in March 2012, and begin driving piles in June 2012 as soon as the demolition contract is complete. Final completion is scheduled for June 2013. This represents a one year delay from the original schedule due to the acceptance of federal funding. An overall shortfall of approximately $2.9 M will result in scaling back or delaying of some portions of the project.

- The Blue-Greenway Planning and Design Guidelines community planning process is nearly complete with a draft document available for public review at www.sfport.com/bluegreenway. The Port took public comment on the draft Planning and Design Guidelines until the end of August 2011 and expects to finalize the Planning and Design Guidelines in January 2012. The Blue Greenway Planning and Design guidelines identified use concepts for each of the Port's open spaces, concepts for linking and connector streets, site furnishing guidelines and concepts for a signage and identity program. In addition, costs for each of the Port components of the Blue-Greenway were developed and a draft project prioritization was presented to the community. The Draft Planning and Design Guidelines identifies the following projects to move forward with funding from the 2008 Clean and Safe Parks General Obligation Bond funds: 1) an initial phase of Pier 70's Crane Cove Park (total project costs are estimated at approximately $30 million; the GO Bond would fund approximately $9.7 million of an initial phase); 2) Bayview Gateway at Third Street and Cargo Way; 3) Port Blue-Greenway site furnishings, signage and identity; and 4) Port Blue-Greenway Public Art.

- In addition to the development of the Planning and Design Guidelines, three projects were identified for early implementation, including: improvements and expansion of Heron's Head Park, Tulare Park and Shoreline Stabilization to Bayfront Park at Mission Bay. Heron's Head Park improvements will begin in December 2011 and with completion scheduled for the Winter of 2011. Tulare Park, located on Islais Creek, was identified as another project to be implemented early due to available matching grants that could be utilized to leverage additional funds. Tulare Park is in Design Development and is anticipated to go into construction in fall of 2012. The Mission Bay Bayfront Park shoreline project is under construction with completion scheduled for February 2012.

The Port's other open space projects are proceeding as scheduled

Environmental Review

Environmental clearance consistent with the California Environmental Quality Act (CEQA) has been received for all program projects with the exception of the Port's Crane Cove Park project. The environmental review for this project is currently in process and is estimated to be completed in 2013.

Project Descriptions: Major Waterfront Park Projects

Pier 43 Bay Trail Link

Project Location: Powell to Taylor Streets

Located along the Bay north of the Pier 43 Arch, the site currently consists of condemned piers and partially closed sidewalk due to a failing seawall. The project will create a new waterfront open space destination featuring a public promenade along the water's edge. The newly constructed pedestrian promenade will also close a gap in the San Francisco Bay Trail.

The project will remove 70,000 SF of pier, replace 520 lineal feet of seawall, construct 20,600 SF of pile supported concrete wharf, and reconstruct sidewalk, curb and gutter.

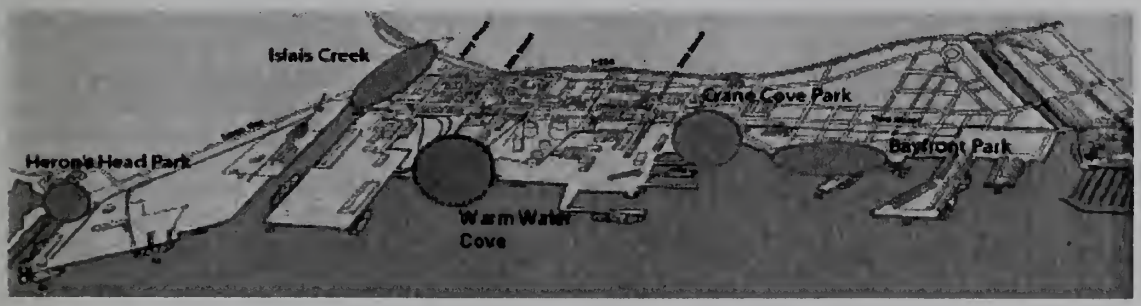
Brannan Street Wharf

Project Location: Embarcadero and Brannan Street

Located along the Bay in the South Beach neighborhood, the project will create a 57,000 SF public open space wharf along approximately 850 linear feet of waterfront currently inaccessible due to condemned wharf and pier structures. Features include a raised lawn, public float, seating, and interpretive exhibits.

Blue Greenway Planning & Design Guidelines

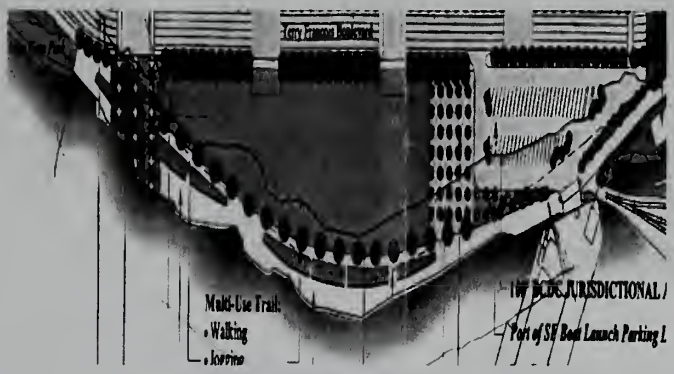
The Blue-Greenway Design standards was developed through a community planning process and identifies Port open space projects along the southern waterfront, developed cost estimates for projects and identified project priorities. In addition, it established design guidelines for common elements for all Blue Greenway projects.



Bayfront Park

Project Location: Mission Bay between 16th street and Mission Bay Commons South

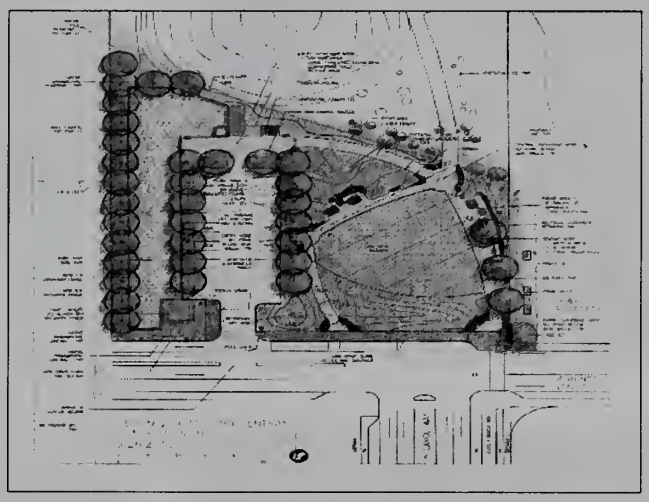
This Blue Greenway project includes the removal of deteriorated piers and wharves and reconstruction of 1,200 linear feet of shoreline to allow the future Mission Bay Bayfront Park to be constructed to the Bays edge. The shoreline project includes the installation of a temporary 8' wide mixed use path way to allow the public to access the shoreline until the Park is completed as a part of the Mission Bay Redevelopment Project.



Heron's Head Park

Project Location: Jennings Street and Cargo Way

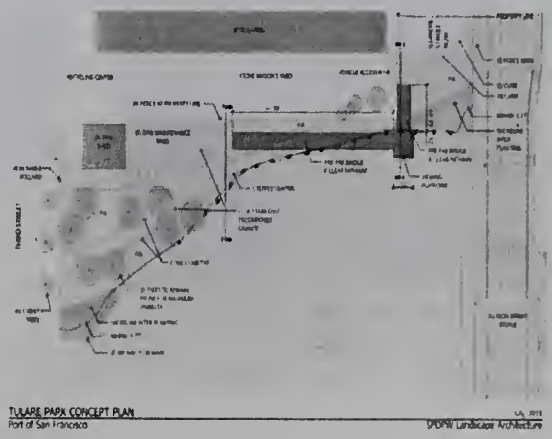
This Blue Greenway project includes an expansion of the existing Heron's Head Park by approximately an acre by: a) converting a paved area into a meadow, and planter areas; b) organizing the service and parking areas; c) creating a dog run; d) installing picnic tables and seating areas, new lighting and bicycle amenities; e) installing park signage; f) adding sites for new public art; g) creating a defined pedestrian circulation area; and h) a landscape based storm-water treatment system. The design is consistent with the sustainable natural theme of the existing park.



Tulare Park

Project Location: Islais Creek shoreline, north side between Illinois and Third Streets

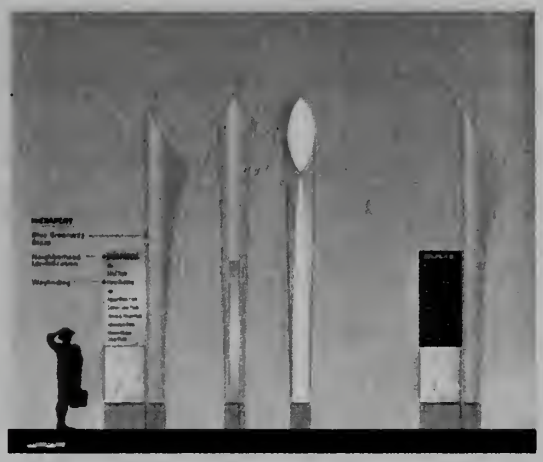
Tulare Park is an existing Blue Greenway Park that was originally constructed in the early 1970's and is in need for major improvements including ADA upgrades. The Port leveraged the GO Bond funds and secured a grant from the California Resources Agencies for some of the construction cost. The park improvements include: a) a new ADA accessible pathway; b) new site furnishings and signage; and c) new California native shoreline landscaping.



Blue Greenway Public Art

Project Location: Blue Greenway Mission Creek and Heron's Park

Public art is an integral component of the Blue Greenway and will assist in strengthening its identity. Several locations along the Blue Greenway Linking Streets and within individual open spaces are suitable for the installation of public art. The City's Art Enrichment Ordinance requires that $400,000 of GO Bond funds go towards the Art Enrichment Program managed by the City's Art Commission. In addition, the Port proposes that additional GO Bond funding be utilized for permanent public art or site improvements to support temporary art.



Crane Cove Park

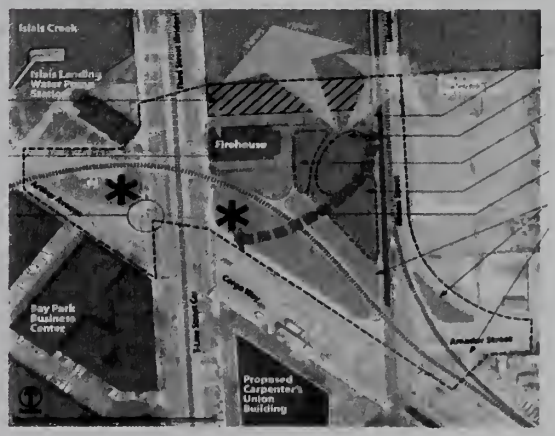
Project Location: Nineteenth and Illinois Street

Crane Cove Park is an approximately 7acre Blue Greenway Waterfront Park located in the Central Waterfront generally between 19th and Mariposa Streets east of Illinois Street. Initial Park Concepts include shoreline cleanup and stabilization, restoration of historic cranes and historic interpretation, bay access and a human powered boating facility. The total construction cost for the entire project is expected to be between $20 -30 million dollars. Current available funding is approximately $11.3 million, of which $10.2 million is from the 2008 Clean and Safe Neighborhood Park bonds. As a result, the project will be phased as funding is secured.

Bayview Gateway

Project Location: Southern shoreline of Islais Creek between Third Street, Illinois Street and Cargo Way.

The Islais Creek Bayview Gateway site is an approximately 50,000 square foot site located between Third and Illinois Street and Cargo Way along the south bank of Islais Creek. The Preliminary program for the site includes removal of a dilapidated wharf to provide water views and visual creek access, landscape enhancements, seating, public art, interpretation, a shade structure, an improved Third Street pedestrian crossing, a restroom at the adjacent Islais Landing and opportunity for community gardens.



Land Use & Circul

Blue Greenway Signage and Site Furnishings

Project Location: Blue Greenway Linking Streets between Mission Creek and Heron's Head Park

This Blue Greenway project includes the installation of identification and way-finding signage and common site furnishings along the Port's length of the Blue Greenway. Site furnishings will include, trash receptacles, benches, bicycle racks and other standard site furnishings.

Current Project Phase

The 2008 Clean and Safe Neighborhood Parks Bond Program includes the initiation, planning, design, bid & award, construction and close-out project phases. Thus far, 2008 Clean & Safe Neighborhood Park Bond funds have been expended on the phases indicated for each project below.

Waterfront Parks	Initiation	Planning	Design	Bid & Award	Constr.	Close-Out
Pier 43 Bay Trail Link	•	•	•	•	•	
Brannan Street Wharf/Park	•	•	•			
Blue Greenway Planning & Design Guidelines	•	•	•	n/a	n/a	
Bayfront Park	•	•	•	•	•	
Heron's Head Park	•	•	•	•	•	
Tulare Park	•	•	•			
Blue Greenway Public Art	•	•				
Crane Cove Park	•	•				
Bayview Gateway	•	•	•			
Blue Greenway Signage and Site Furnishings	•	•	•			

2008 Clean and Safe Neighborhood Park G.O. Bond
Waterfront Parks Program Revenue and Bond Sale Summary

	Budget[1]		2008 Clean and Safe Parks Bond					Bond Issue
	PerForma[2]	Current	1st Sale	2nd Sale	3rd Sale	4th Sale[5]	5th Sale	Total
Waterfront Parks Program								
Pier 43 Bay Trail Link	7,842,800	9,960,763	1,315,875	6,334,125	27,800	-	-	7,677,800
Brannan Street Wharf Park	25,544,030	25,903,793	-	-	2,941,050	-	-	2,941,050
Blue Greenway Design Standards	980,350	336,000	336,000	-	-	-	-	336,000
Blue Greenway Signage and Site Furnishings		1,458,000	434,000	-	1,024,000	-	-	1,458,000
Blue Greenway Improvements	21,077,525							
Bayfront Park[3]		2,950,000	431,063	2,518,937		-	-	2,950,000
Tulare Park[3]		860,000	-	125,000	460,000	-	-	585,000
Crane Cave Park[3]		11,284,225	-	1,263,250	550,000	-	8,370,975	10,184,225
Bayview Gateway[3]		3,282,125	-	200,000	3,082,125	-	-	3,282,125
Heron's Head Park[3]		2,351,000	550,000	-	1,801,000	-	-	2,351,000
Blue Greenway Public Art[3]		684,000	-	175,000	509,000	-	-	684,000
CEQA Review and Permitting		577,500	577,500	-	-	-	-	577,500
WP Bond Issuance Costs[4]	658,275	473,300	32,509	50,579	65,025	-	325,187	473,300
WATERFRONT PARKS PROGRAM TOTAL	56,102,980	60,120,706	3,676,947	10,666,891	10,460,000	0	8,696,162	33,500,000

[1] The project budgets include funding from all sources.

[2] Performa budget refers to the basic baseline budgets prepared for funding purposes and presented in the Proposition A, 2008 Clean and Safe Neighborhood Park Bond Report.

[3] Represents parks that are Port components of the Blue Greenway. Public art will be installed both within the parks and along the Blue Greenway linking streets. The total investment in the Port's portion of the Blue Greenway, including hardscape improvements, signage and site furnishings, public art, and planning and design totals $23,205,350

[4] Per the 2008 Bond Report, each program is to be assessed a pro-rated share of bond issuance costs. The original estimate of those costs for the Waterfront Parks Program was $658,275. The current estimate of $473,300 reflects cost savings achieved in the first two issues, and estimated issuance cost for the upcoming third and fifth bond sales.

[5] The fourth sale is reserved for the Recreation and Park Department projects.

2008 Clean & Safe Neighborhood Park G.O. Bond

Program Budget Reports - Expenditures as of 9/30/2011

						FAMIS							
				Current Budget		Budget		Reserve	Expended		Encumbered		Balance
Dist	Project	Phase	Category	All Sources	2008 CSP Bond	All Sources	2008 CSP Bond	2008 CSP Bond	All Sources	2008 CSP Bond	All Sources	2008 CSP Bond	2008 CSP Bond
	Pier 43 Bay Trail Link	CONSTRUCTION	Soft Costs	2,200,000	2,611,250								
			Construction Costs	6,976,249	5,066,550								
			Project Contingency	782,514									
			SUBTOTAL	9,960,763	7,677,800	9,831,408	7,650,000	130,463	2,105,614	1,828,576	5,851,115	4,119,680	1,571,181
	Brannan Street Wharf Park	BID/AWARD	Soft Costs	3,299,268									
			Construction Costs	19,542,600	2,941,050								
			Project Contingency	3,061,924	-								
			SUBTOTAL	25,903,792	2,941,050	19,745,250	-	-	4,560,304	-	141,033	-	-
	Blue-Greenway Signage & Site Furnishings	DESIGN	Soft Costs	175,000	175,000	-	-	-	-	-	-	-	-
			Construction Costs	1,283,000	1,283,000	-	-	-	-	-	-	-	-
			Project Contingency	-	-								
			SUBTOTAL	1,458,000	1,458,000	434,000	434,000	-	-	-	-	-	434,000
	Bayview Gateway	DESIGN	Soft Costs	200,000	200,000								
			Construction Costs	3,082,125	3,082,125								
			Project Contingency	-	-								
			SUBTOTAL	3,282,125	3,282,125	200,000	200,000	-		-		-	200,000
	Tulare Park	DESIGN	Soft Costs	125,000	125,000			-	-	-	-	-	-
			Construction Costs	735,000	460,000			-	-	-	-	-	-
			Project Contingency	-	-								
			SUBTOTAL	860,000	585,000	125,000	125,000	-	20,097	20,097	-	-	104,903
	Crane Cove Park	PLANNING	Soft Costs	1,613,250	1,613,250			-	-	-	-	-	-
			Construction Costs	9,470,975	8,370,975			-	-	-	-	-	-
			Project Contingency	-	-								
			SUBTOTAL	11,284,225	10,184,225	1,263,250	1,263,250	-	-	-	709,850	709,850	553,400
	Bayfront Park	CONSTRUCTION	Soft Costs	443,150	443,150	-	-						
			Construction Costs	2,289,043	2,269,043	-	-	-	-	-	-	-	-
			Project Contingency	217,807	217,607	-	-	-	-	-	-	-	-
			SUBTOTAL	2,950,000	2,950,000	2,950,000	2,950,000	-	568,245	568,245	1,649,866	1,649,866	731,889
	Heron's Head Park	CONSTRUCTION	Soft Costs	151,000	151,000	-	-	-	-	-	-	-	-
			Construction Costs	2,200,000	2,200,000	-	-	-	-	-	-	-	-
			Project Contingency	-	-	-	-	-	-	-	-	-	-
			SUBTOTAL	2,351,000	2,351,000	550,000	550,000	-	143,493	143,493	-	-	406,507
	Blue-Greenway Public Art	PLANNING	Soft Costs	100,000	100,000	-	-	-	-	-	-	-	
			Construction Costs	584,000	584,000	-	-	-	-	-	-	-	
			Project Contingency	-	-	-	-	-	-	-	-	-	
			SUBTOTAL	684,000	684,000	175,000	175,000	-	-	-	-	-	175,000
	Blue Greenway Planning & Design Guidelines	COMPLETED	Soft Costs	336,000	336,000	-	-	-	-	-	-	-	
			Construction Costs	-	-	-	-	-	-	-	-	-	
			Project Contingency	-	-	-	-	-	-	-	-	-	
			SUBTOTAL	336,000	336,000	336,000	336,000	-	272,732	272,732	14,728	14,728	48,540
	CEQA Review & Permitting		Soft Costs	577,500	577,500		577,500	-	-	-	-	-	-
			Construction Costs	-	-	-	-	-	-	-	-	-	-
			Project Contingency	-	-	-	-	-	-	-	-	-	-
			SUBTOTAL	577,500	577,500	577,500	577,500		436,995	436,995	-	-	140,505
			Soft Costs	9,420,168	6,532,150	-	-	-	-	-	-	-	
			Construction Costs	46,164,992	26,276,743	-	-	-	-	-	-	-	
			Project Contingency	4,062,245	217,807	-	-	-	-	-	-	-	
	WATERFRONT PARKS		*PROJECT TOTAL*	59,647,405	33,026,700	36,187,408	14,260,750	130,463	8,107,480	3,270,238	8,368,593	6,494,124	-
		BOND ISSUANCE & AUDIT COSTS		473,300	473,300	473,300	473,300	-	-	-	-	-	-
			TOTAL	60,120,705	33,500,000	36,660,708	14,734,050	130,483	8,107,480	3,270,238	8,368,593	6,494,124	4,365,925

Waterfront Parks Program

Pier 43 Bay Trail Link

Located along the Bay north of the Pier 43 Arch, in the Fisherman's Wharf area of San Francisco the Pier 43 Bay Tail Link site the site currently consists of condemned piers and partially closed sidewalk due to a failing seawall.

The project will create a new waterfront open space destination featuring a public promenade along the water's edge. The project will remove 70,000 SF of pier, replace 520 lineal feet of seawall, construct 20,600 SF of pile supported concrete wharf, and reconstruct sidewalk, curbs and gutters.
During the entitlement process, additional wharf area was added to the project for ADA (American's with Disability Act) improvements near Pier 45, and for security lighting.

Project design is completed, and construction is currently underway. Construction is scheduled to be complete in July 2012.

The budget for this project is $9,960,763 which is financed by a combination of proceeds from the 2008 Park Bonds, Port of San Francisco capital project funds, and grants from the Association of Bay Area Governments (ABAG) and the Federal Department of Homeland Security (DHS). Proceeds from this bond issuance will provide the $27,800 needed to complete the project funding.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Design	$1,217,000	$	$0	$0	$0	$0
Construction	$98,875	$4,939,875	$27,800	$0	$0	$2,143,538
Construction Mgm't	$ 0	$1,394,250	$ 0	$0	$0	$139,425
PROJECT BUDGET	**$1,315,875**	**$6,334,125**	**$27,800**	**$0**	**$0**	**$2,282,963**

Funding Plan

Port of San Francisco Capital Funds	$1,818,500
Port 1971 Harbor /improvement Bonds	$1,057
Port 1984 Revenue Bonds	$70,837
Port 1994 Revenue Bonds	$58,569
Association of Bay Area Governments Grant	$90,000
Federal Homeland Security Grants	$244,000
2008 Clean & Safe NP Park Bond	$7,677,800
Total Project Funding	*$9,960,763*

Sale Schedule	
1st Bond Sale	$1,315,875
2nd Bond Sale	$6,334,125
3rd Bond Sale	$27,800

	Start	Finish
Planning and Design	Jul-2008	Jan-2011
Bid/Award	Feb-2011	May-2011
Construction	Jun-2011	Jul-2012

Brannan Street Wharf Park

Brannan Street Wharf Park is a 57,000 square foot over-water, pile-supported public plaza to be located adjacent to the San Francisco Embarcadero Promenade between Pier 30/32 and Pier 38. Features of the plaza include a raised lawn, a public float and associated gangway, plaza seating, and interpretive exhibits. The project scope also includes repairs to the seawall and the demolition of Pier 36, a condemned facility, which must be removed in order to make way for the new plaza. The removal of Pier 36 will be undertaken by the U.S. Army Corps of Engineers. After Pier 36 is removed, the Port of San Francisco will construct the plaza.

Project design is mostly complete. Demolition of Pier 36 is anticipated to begin in early 2012, with completion of the public plaza expected in mid-2013.

The 2008 Clean and Safe Neighborhoods Park bond will finance only a portion of the project construction costs. The remainder of the financing needed will come from Port of San Francisco capital project funds and federal funding administered through the U.S. Army Corps of Engineers. Costs for the entire project is currently estimated at $28.8 million, $25.9 million of which has been secured. As a result, the project will be phased as additional funding is secured. The first phase of the project, estimated to cost $25.9 million, will include demolition of Pier 36, repair of the seawall, and construction of the public plaza.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$0	$0	$0	$0	$0	$3,629,195
Demolition of Pier 36 & Related Proj. Items						$7,117,850
Construction	$0	$0	$2,941,050	$0	$0	$12,215,697
PROJECT BUDGET	**$0**	**$0**	**$2,941,050**	**$0**	**$0**	**$22,962,742**

Funding Plan

Port of San Francisco Capital Funds	$18,262,742
Army Corps of Engineers	$ 4,700,000
2008 Clean & Safe NP Park Bond	$ 2,941,050
Total Project Funding	$25,903,792

Sale Schedule

3rd Bond Sale	$2,941,050

	Start	Finish
Planning and Design	Jul-2008	Aug-2011
Bid/Award	Nov-2011	Feb-2012
Pier 36 Demolition & Construction of Park	Dec-2011	Jun-2013

Blue-Greenway Signage and Site Furnishings

The Port of San Francisco's portion of the Blue-Greenway is a series of public open spaces and water access areas and the connection between them located in the Southern Waterfront beginning at China Basin at Mission Creek and extending to Heron Head's Park at Pier 98. Although the Blue Greenway is defined as a waterfront open space system, it does not follow one continuous waterfront path or have consistent water views to sustain the user as a navigational tool.

This project funds signage, consistent site furnishings such as benches, bicycle racks, drinking fountains and other landscape elements which will help build continuity along the system and build recognition. The signage and site furnishings will be installed along the connections between the parks.

This project was originally part of the Blue-Greenway Planning and Design Guidelines project (known as the Blue Greenway Planning, Design, Signage and Site Furnishings project), but was split out and made its own capital project after the design guidelines for the Blue-Greenway parks were established. The budget for this project is $1,458,000.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$$75,000	$0	$100,000	$0	$0	$0
Construction	$359,000	$0	$891,000	$0	$0	$0
Project Management	$ 0	$0	$ 33,000	$0	$0	$0
PROJECT BUDGET	**$434,000**		**$1,024,000**	**$0**	**$0**	**$0**

Funding Plan

2008 Clean & Safe NP Park Bond	$1,458,000

Sale Schedule	
1st Bond Sale	$434,000
3rd Bond Sale	$1,024,000

	Start	Finish
Planning & Design	Jun-2011	Aug-2012
Bid/Award	Sep-2012	Dec-2012
Purchase & Installation	Jan-2013	Aug-2013

Tulare Park

Tulare Park is an existing 8,000 sq. ft. park that is located within the Port's portion of the Blue-Greenway along Islais Creek shoreline, between Illinois and Third Streets. The park was originally constructed in the early 1970's and is in need for major improvements. This project will finance ADA upgrades to the park, new park furnishings and signage; and new California native shoreline landscaping. The design for the improvement is currently underway. Construction is anticipated to begin in early 2012 with completion scheduled for the winter of 2013.

The estimated budget for this project is $860,000 and is financed from an combination of 2008 Clean and Safe Neighborhoods Parks bonds and a grant from the California Resources Agencies.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$0	$125,000	$0	$0	$0	$0
Construction	$0	$0	$425,000	$0	$0	$275,000
Project Management	$0	$ 0	$ 35,000	$0	$0	$0
PROJECT BUDGET	**$0**	**$125,000**	**$460,000**	**$0**	**$0**	**$275,000**

Funding Plan

California Resources Agencies Grant	$275,000
2008 Clean & Safe NP Park Bond	$585,000
Total Project Funding	*$860,000*

Sale Schedule	
2nd Bond Sale	$125,000
3rd Bond Sale	$460,000

	Start	Finish
Planning & Design	Dec-2010	May-2012
Bid/Award	Jun-2012	Sep-2012
Construction	Oct-2012	Oct-2013

Heron's Head Park

Heron's Head Park is a 24 acre park located at Jennings Street and Cargo Way in the Port of San Francisco's portion of the Blue-Greenway. This peninsular park is home to Salt Marsh and Upland restoration activity, walking paths, bird-watching, environmental education activities.

This project will fund an improved entrance and an approximately one acre expansion of the park area. Park improvements to be financed include: i) converting a paved area into a meadow and planter areas; ii) organizing the service and parking areas; iii) creating a designated dog run/play area; iv) installing picnic tables and seating areas; iv) installing new lighting, bicycle amenities park signage and site for public art; v) creating a defined pedestrian circulation area: and creating a landscape based storm water treatment system for the park area.

Design of the park has been completed. Construction is anticipated to begin in late 2011 and to be completed in Spring of 2012. The budget for this project is $2,351,000.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$151,000	$0	$0	$0	$0	$0
Construction	$350,000	$0	$1,750,000	$0	$0	$0
Project Management	$49,000	$0	$ 51,000	$0	$0	$0
PROJECT BUDGET	**$550,000**	**$0**	**$1,801,000**	**$0**	**$0**	**$0**

Funding Plan

2008 Clean & Safe NP Park Bond	$2,351,000

Sale Schedule

1st Bond Sale	$550,000
3rd Bond Sale	$1,801,000

	Start	Finish
Planning & Design	Jan-2009	Jul-2011
Bid and Award Phase	Jul-2011	Oct-2011
Construction	Dec-2011	Apr-2012

Crane Cove Park

Crane Cove Park is a new approximately 7 acre Blue-Greenway waterfront park located in the Central Waterfront generally between 19th and Mariposa Streets east of Illinois Street in the Port of San Francisco's Southern Waterfront area. A general design concept for the park was developed though a community planning process which was funded by the first issuance of the 2008 G.O. Park Bonds through the Blue-Greenway Planning and Design Guidelines project. The construction cost for the entire park project is expected to be between $20 -30 million dollars. As a result, the project will be phased as funding is secured.

The 2008 G.O. Park Bonds will finance the first phase of park which likely will include shoreline cleanup and stabilization, restoration of historic cranes and historic interpretation, bay access and a human powered boating facility. The cost is estimated at $11.3 million which will be financed by a combination of proceeds from the 2008 Park Bonds and Port of San Francisco capital project funds. Because of the size and complexity of this site, the Port of San Francisco retained a qualified consultant team to develop a park master plan, phasing plan, cost estimate, and final schematic design.

Proceeds of $550,000 from this bond issuance along with $1,263,250 from the second issuance will finance: i) preparation of an overall master plan for the park; ii) the final phasing of park improvements to be delivered in the first phase of the park project; and iii) detailed design, and construction drawings. This process has just begun, and is expected to be completed by October of 2013, at which time construction will commence.

The construction of the first phase of park improvements, estimated to cost $9.5 million, will be funded by a combination of proceeds from a fifth issuance of 2008 G.O. park bonds and Port capital funding. Construction is anticipated to be completed in the winter of 2015.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$0	$1,263,250	$550,000	$0	$0	$0
Construction	$0	$0	$0	$0	$8,270,975	$1,100,000
Project Management	$0	$ 0	$ 0	$0	$100,000	$0
PROJECT BUDGET	**$0**	**$1,263,250**	**$550,000**	**$0**	**$8,370,975**	**$1,100,000**

Funding Plan

Port of San Francisco Capital Funds	$1,100,000
2008 Clean & Safe NP Park Bond	$10,184,225
Total Project Funding	*$11,284,225*

Sale Schedule	
2nd Bond Sale	$1263,250
3rd Bond Sale	$550,000
5th Bond Sale	8,370,975

	Start	Finish
Planning & Design	Sep-2011	Oct-2013
Bid/Award	Nov-2013	Feb-2014
Construction	Feb-2014	Feb-2015

Bayview Gateway

Bayview Gateway is a new 50,000 square foot Blue-Greenway open space located between Third and Illinois Street and Cargo Way along the south bank of Islais Creek. Improvements to the site include removal of a dilapidated wharf to provide water views and visual creek access, landscape enhancements, seating, public art, installation of signage that describes the history of the site, a shade structure, an improved Third Street pedestrian crossing, a restroom at the adjacent Islais Landing, and the creation of lots for community gardens.

Two hundred thousand from the second sale of the 2008 G.O. Park Bonds, along with $300,000 from this issuance of these bonds will fund the design which will begin in early 2012. This issuance will also fund the construction of the improvements, anticipated to be completed by the summer of 2013. The budget for this project is $3,282,125, of which $3,082,125 will be provided by proceeds from this sale of bonds.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$0	$200,000	$300,000	$0	$0	$0
Construction	$0	$0	$2,682,125	$0	$0	$0
Project Management	$0	$ 0	$ 100 000	$0	$0	$0
PROJECT BUDGET	**$0**	**$200,000**	**$3082,125**	**$0**	**$0**	**$0**

Funding Plan

2008 Clean & Safe NP Park Bond	$3,282,125
Sale Schedule	
2nd Bond Sale	$200,000
3rd Bond Sale	$3,082,125

	Start	Finish
Planning & Design	Sep-2011	Jul-2012
Bid/Award	Aug-2012	Oct-2012
Construction	Oct-2012	Aug-2013

Blue-Greenway Public Art

Public art is an integral component of the Blue-Greenway and will assist in strengthening its identity. This project will fund the purchase and installation of permanent public art along the Blue Greenway linking streets and within individual Blue-Greenway public open spaces. Also included within the project scope is the installation of permanent site improvements intended to support temporary art installations. Art to be funded by this project include visual art such as murals, sculpture, lighting and kinetic styles of art. It is anticipated that the City's Art Commission will manage procurement and the installation of the public art financed by this project.

The estimated budget for this project is $684,000, of which $175,000 was funded by the second issuance of the 2008 G.O. Park Bonds. Proceeds from this bond issuance will finance the remaining $509,000 needed to complete the project funding.

Current Budget

Project Phase	1st Bond Sale	2nd Bond Sale	3rd Bond Sale	4th Bond Sale	5th Bond Sale	Other Proj. Funding
Planning and Design	$0	$80,000	$20,000	$0	$0	$0
Construction	$0	$80,000	$489,000	$0	$0	$0
Project Management	$0	$15,000	$ 0	$0	$0	$0
PROJECT BUDGET	**$0**	**$175,000**	**$509,000**	**$0**	**$0**	**$0**

Funding Plan

2008 Clean & Safe NP Park Bond	$684,000
Sale Schedule	
2nd Bond Sale	$200,000
3rd Bond Sale	$3,082,125

	Start	Finish
Planning	Jul-2011	Mar-2012
Proj Requests & Artist Selection	Mar-2012	Dec-2012
Fabrication and Installation	Dec-2012	Aug-2013

4.0 APPENDIX

- Waterfront Park Project Summaries
  - Pier 43 Bay Trail Link
  - Brannan Street Wharf Park
  - Blue Greenway Signage and Site Furnishings
  - Tulare Park
  - Heron's Head Park
  - Crane Cove Park
  - Bayview Gateway
  - Blue Greenway Public Art

Pier 43 Bay Trail Link – project summary

Location: Embarcadero – Powell to Taylor Streets

Project Manager: Steven Reel, steven.reel@sfport.com

Background: Located along the Bay west of the Pier 43 Arch, the site currently consists of condemned piers and partially closed sidewalk due to a failing seawall.

Project Description: The proposed project includes: (1) removing the piers and sidewalk back to the seawall, (2) repairing the seawall, (3) protecting the shoreline, and (4) building a new public promenade in the heart of Fisherman's Wharf, which will enhance the quality of the pedestrian experience and provide for an open space destination. The Promenade will feature tables, chairs, landscaping and views of Alcatraz and the historic rail arch. The Promenade will also close a gap in the San Francisco Bay Trail.

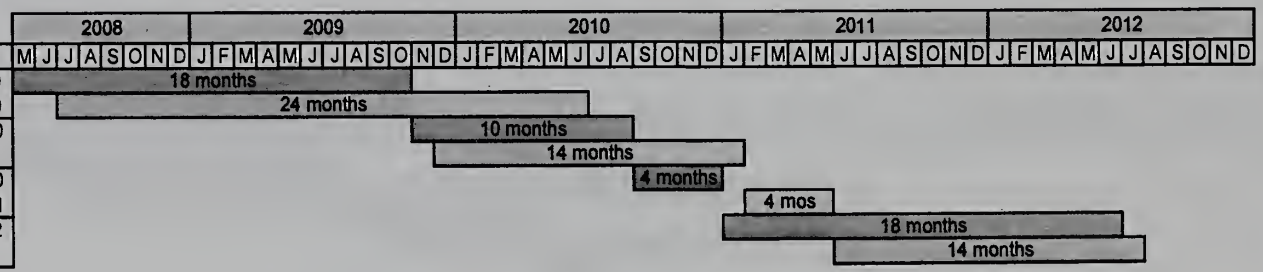
Remarks: Construction commenced on June 3, 2011, and is scheduled for substantial completion at the end of July, 2012. The contractor is Vortex Marine Construction. Demolition of the timber piers started in July, 2011 and was completed at the end of October. Pile driving will take place November thru December and Seawall replacement and wharf deck construction is scheduled to start in January, 2012.

Pier 43 Project Budget (expenditure information as of 9/30/11)

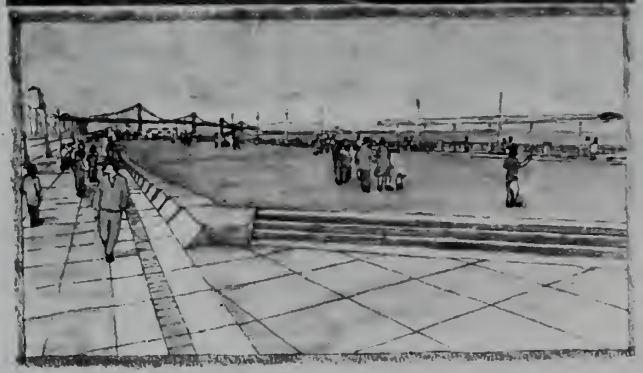
	GO Bond Funds	Total Funds
Original Budget	$7,677,800	$7,808,263
Current Budget	$7,677,800	$9,960,763
Current Projected	$7,677,800	$9,960,763
Actual Expenditures	$1,828,676	$2,105,615

Pier 43 Promenade

		Start	Finish
Design, Environmental Clearance and Entitlements	Baseline	May 2008	Oct 2009
	Actual	Jul 2008	Jun 2010
Construction Drawings	Baseline	Nov 2009	Aug 2010
	Actual	Dec 2009	Jan 2011
Bid/Award	Baseline	Sep 2010	Dec 2010
	Actual	Feb 2011	May 2011
Construction	Baseline	Jan 2011	Jun 2012
	Actual	Jun 2011	Jul 2012



Brannan Street Wharf – project summary



Location: Embarcadero and Brannan Street

Project Manager: Steven Reel, steven.reel@sfport.com

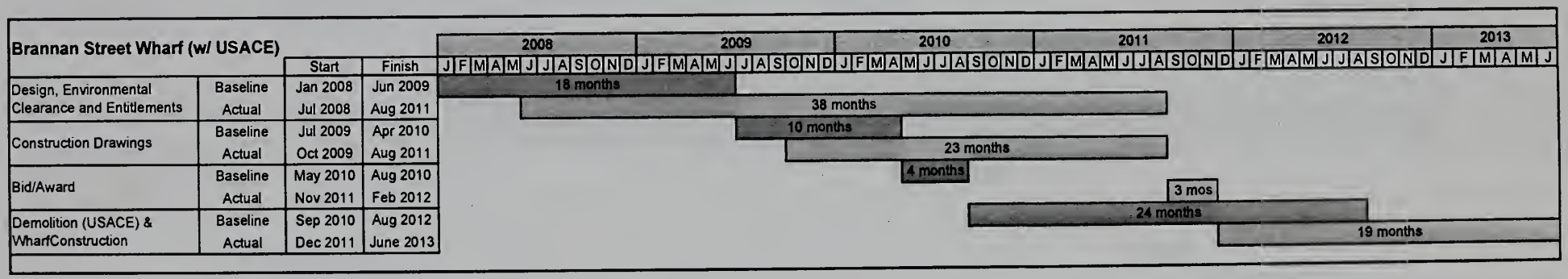
Background: Located on the Embarcadero Promenade in the South Beach neighborhood, the project will create a 57,000 SF public open space wharf along approximately 850 linear feet of waterfront currently inaccessible due to condemned wharf and pier structures.

Project Description: The project will demolish the condemned Pier 36 and the bulkhead wharf between Piers 30/32 and Pier 38, and construct a new 57,000 SF public wharf. Project features, as recommended by a citizen's advisory committee, include a neighborhood green space, a public float for small boats, seating, and interpretive exhibits highlighting the site's cultural history. In September, 2010, the Port signed an agreement with the US Army Corps of Engineers for assistance in the removal of Pier 36 and the bulkhead wharf. The agreement, which includes up to $4.7M in federal funds administered per the 2007 Water Resources Development Act, resulted in a delay of approximately 1 year due to federal requirements.

Remarks: All entitlements for the project have now been received.. The CEQA EIR was certified in June, 2011. September accomplishments included certification of the NEPA EA/FONSI, issuance of a Consistency Determination by BCDC for the demolition of Pier 36, and beginning of the bid solicitation period by the U.S. Army Corps for the demolition contract. The demolition contract is expected to be awarded in December, 2011 with work scheduled January through May of 2012. A BCDC construction permit for the wharf was approved by their Commission on November 3, 2011. The bid phase for the wharf construction contract is scheduled for late-November. Due to a shortfall of $2.8 million, portions of the project will likely be phased including the float, portal, and the northernmost section of the wharf.

Brannan Street Wharf Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget	$2,941,050	$20,544,030
Current Budget	$2,941,050	$25,903,792
Current Projected	$2,941,050	$28,842,045
Actual Expenditures	$0	$4,562,194



Blue Greenway Signage and Site Furnishings – project summary

Location: Blue Greenway Linking Streets and sites between Mission Creek and Heron's Head Park

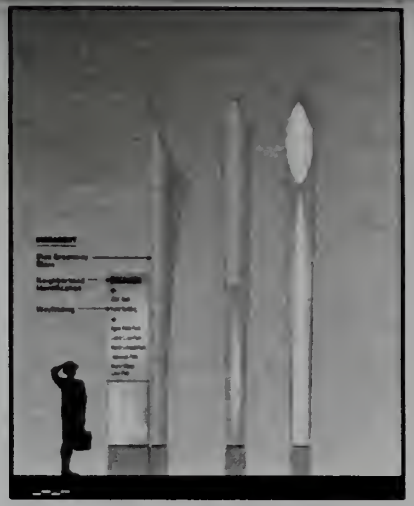
Project Manager: David Beaupre, david.beaupre@sfport.com

Background: Although the Blue Greenway is defined as a waterfront open space system, it does not follow one continuous waterfront path or have consistent water views to sustain the user as a navigational tool; users have to consciously find transitions and make decisions in order to stay on the system. Additionally, because the Blue Greenway is in its early inception, it lacks recognition by the general public. In order to help build identity and allow users to find their way along the system, the Port working with the stakeholders has developed a signage and way-finding program to build identity and provide users orientation to find their way along the system.

In addition to signage, consistent site furnishings such as benches, bicycle racks, drinking fountains and other landscape elements can be utilized to help provide continuity along the system to build recognition. Way-finding signage and site furnishings will be placed along the Blue Greenway at key locations and transitions to provide amenities and navigational tools for the users.

Trio Bench - Color Silver

CCSF Standard Receptacle - Color Silver



Project Description:

The Port through the Blue Greenway Planning and Design Guidelines community planning process has developed a draft signage plan concept and a palette of site furnishings. The concepts will be refined and detail construction drawings will be completed for installation.

Remarks:

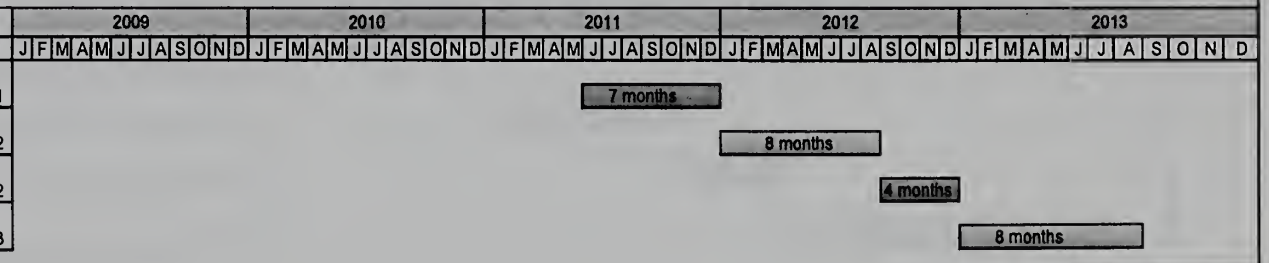
Because of the significant cost (approximately $67 million) to complete all of the Port's Blue Greenway open space projects and the available funds of approximately $25 million, projects could not move into the schematic design phase until the final phase of the Planning and Design Guidelines, where projects were prioritized for implementation. The schedule below reflects the September 2011 date when this project was prioritized based upon the final phase of Blue Greenway Planning and Design Guidelines community planning process. It is anticipated that the signage and site furnishings will begin schematic design in early 2012 and begin construction in early 2013 being complete in mid-2013.

Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget*	n/a	n/a
Current Budget	$1,458,000	$1,458,000
Current Projected	$1,458,000	$1,458,000
Actual Expenditures	$0	$0

* included in design

Blue Greenway Signage & Site Furnishings		Start	Finish
Design, Environmental Clearance and Entitlements	Actual	Jun 2011	Dec 2011
Construction Drawings	Actual	Jan 2012	Aug 2012
Bid/Award	Actual	Sept 2012	Dec 2012
Construction	Actual	Jan 2013	Aug 2013



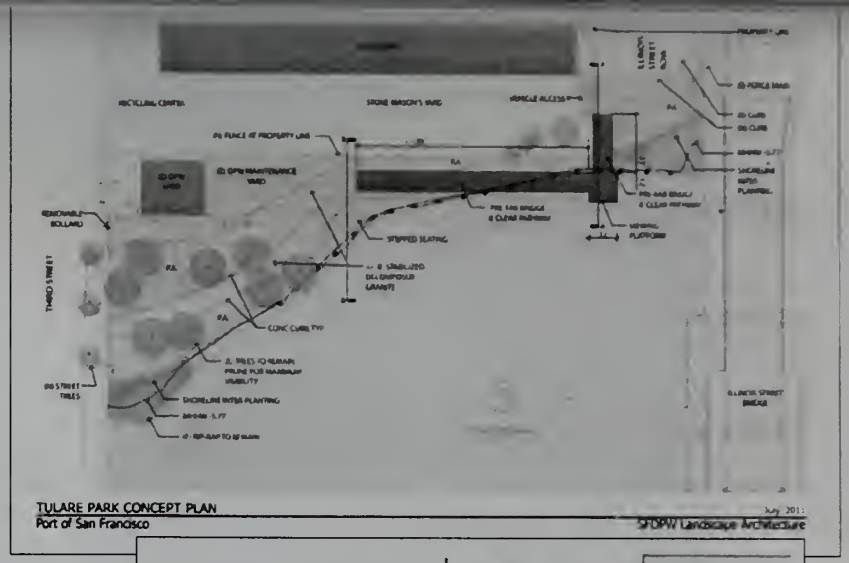
Tulare Park – project summary

Location: Islais Creek shoreline, north side between Illinois and Third Streets

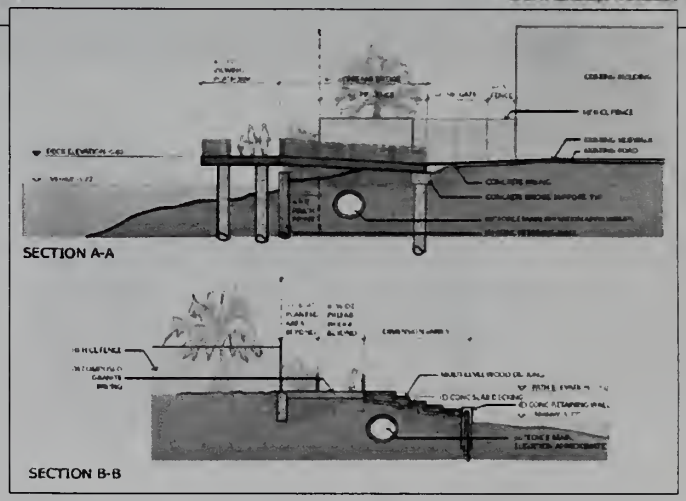
Project Manager: David Beaupre, david.beaupre@sfport.com

Background: Tulare Park is an existing Blue Greenway Park that was originally constructed in the early 1970's and is in need for major improvements including ADA upgrades. The Port leveraged the GO Bond funds and secured a grant from the California Resources Agencies for some of the construction cost.

The design concept was developed through a community planning process; a schematic plan has been developed and the project is moving into detail design and development of construction drawings and specifications.



Project Description:
The park improvements include: a) a new ADA accessible pathway; b) new site furnishings and signage; and c) new California native shoreline landscaping.



Remarks:
Because of the significant cost (approximately $67 million) to complete all of the Port's Blue Greenway open space projects and the available funds of approximately $25 million, projects could not move into the schematic design phase until the final phase of the Planning and Design Guidelines, where projects were prioritized for implementation. The schedule below reflects the September 2011 date when this project was prioritized based upon the final phase of Blue Greenway Planning and Design Guidelines community planning process. It is anticipated the project will be put out to bid in the fall of 2012 and completed approximately one year later.

Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget	$0	$0
Current Budget	$585,000	$860,000
Current Projected	$585,000	$860,000
Actual Expenditures	$20,097	$20,097

Tulare Park				2011												2012												2013											
		Start	Finish	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D
Design, Environmental Clearance and Entitlements	Actual	April 2011	Sept. 2011				6 months																																
Construction Drawings	Actual	Oct. 2011	May 2012							8 months																													
Bid/Award	Actual	June 2012	Sept.2012																	4 mos.																			
Construction	Actual	Oct. 2012	Oct. 2013																					12 months															

Heron's Head Park – project summary

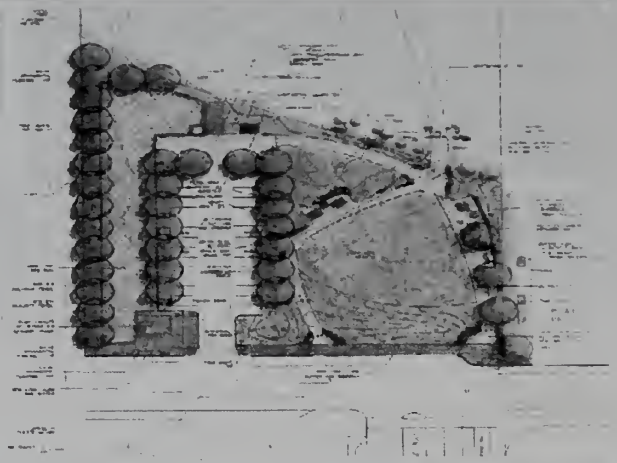
Location Jennings Street and Cargo Way

Project Manager: David Beaupre, david.beaupre@sfport.com

Background: The City's 2006 Blue-Greenway Task Force identified a series of open space improvements to benefit the City's southern neighborhoods and continue public waterfront access southward. This project is a part of the Blue-Greenway and includes enhancing the existing park.

Project Description: This project creates an improved entrance and expanded park area to help visitors locate Heron's Head Park, located in the India Basin/Bayview Hunters Point neighborhoods.

Remarks: The Port has completed the design development through a community planning process and has completed construction drawings and specifications. The Project was put on to bid for construction in July and awarded in September 2011. The Port anticipates beginning construction in December 2011 and completing it in fall of 2012.



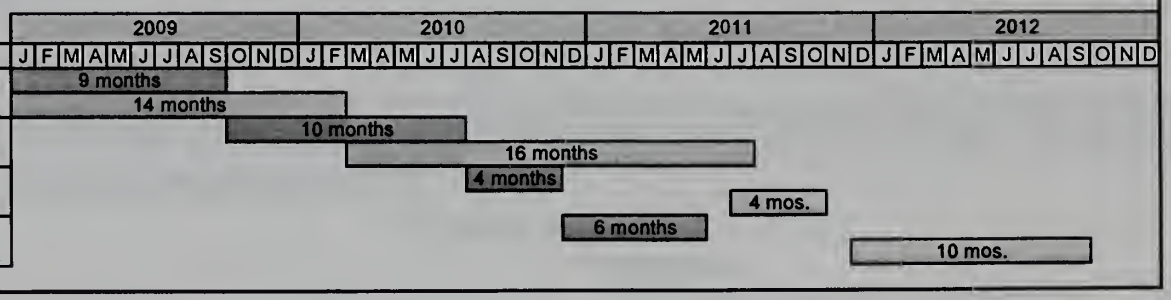
Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget*	$550,000	$550,000
Current Budget*	$2,351,000	$2,351,000
Current Projected	$2,351,000	$2,351,000
Actual Expenditures	$143,493	$143,493

* The original budget established was based upon a smaller park opportunity site, in preparing the design and working through the community review process the project site was enlarged. The GO Bond funding strategy for Blue Greenway Parks accommodated opportunity for projects to expand or consolidate through the planning process.

Heron's Head Park

		Start	Finish
Design, Environmental Clearance and Entitlements	Baseline	Jan 2009	Sep 2009
	Actual	Jan 2009	Feb 2010
Construction Drawings	Baseline	Oct 2009	Jul 2010
	Actual	Mar 2010	Jul 2011
Bid/Award	Baseline	Aug 2010	Nov 2010
	Actual	Jul 2011	Oct 2011
Construction	Baseline	Dec 2010	May 2011
	Actual	Dec 2011	Sep 2012



Crane Cove Park – project summary

Location: Nineteenth and Illinois Street

Project Manager: David Beaupre, david.beaupre@sfport.com

Background: The City's 2006 Blue-Greenway Task Force identified a series of open space improvements to benefit the City's southern neighborhoods and continue public waterfront access southward. This project is a part of the Blue-Greenway located within the Port's Pier 70 area. Crane Cove Park is an approximately 7 acre waterfront park located in the Central Waterfront.

Project Description: This project constructs a new major waterfront park adjacent to the Pier 70 shipyard; along Illinois Street, in the Dogpatch/Potrero neighborhoods. Crane Cove Park would be integrated with restoration of incredible maritime historic structures, as envisioned in the Pier 70 Master Plan currently being prepared. Initial Park Concepts include shoreline cleanup and stabilization, restoration of historic cranes and historic interpretation, bay access and a human powered boating facility.

Remarks:
Because of the significant cost (approximately $67 million) to complete all of the Port's Blue Greenway open space projects and the available funds of approximately $25 million, projects could not move into the schematic design phase until the final phase of the Planning and Design Guidelines, where projects were prioritized for implementation. The schedule below reflects the September 2011 date when this project was prioritized based upon the final phase of Blue Greenway Planning and Design Guidelines community planning process.

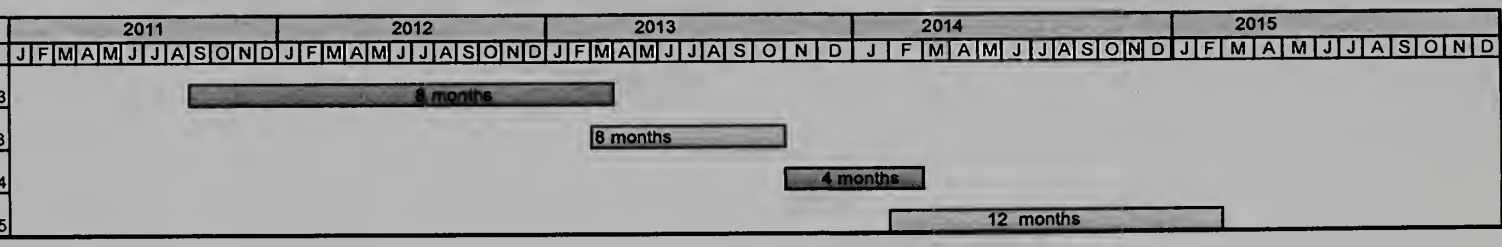
A concept of use and program options for Crane Cove Park was developed through the Pier 70 Community planning process and is being furthered through the Blue Greenway Planning and Design process. The Port Commission approved the issuance of a Request Proposals from consultants to undertake a Community Planning Process and detail designs for Crane Cove Park, including a phasing plan and cost estimate. The preliminary schedule includes 4 phases of work, including Phase 1 - Park Master Plan, Phasing and Cost Estimate, Identification of an Initial phase to be constructed based upon the available budget (12 months); Phase 2 – Schematic Design for the Initial Phase of Construction and refined cost estimates (7 months); Phase 3 – Detail Design and Specifications (7 months); and Phase 4 Construction support (12 months). Phase 1 and 2 of this contract was awarded to AECOM in July 2011.

Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget	$0	$0
Current Budget	$10,184,225	$11,284,225
Current Projected	$10,184,225	$11,284,225
Actual Expenditures	$0	$0

Amount only includes Park GO Bonds - other funds are also being utilized

Crane Cove Park		Start	Finish
Design, Environmental Clearance and Entitlements	Actual	Sept. 2011	Mar 2013
Construction Drawings	Actual	Mar 2013	Oct 2013
Bid/Award	Actual	Nov 2013	Feb 2014
Construction	Actual	Feb 2014	Feb 2015

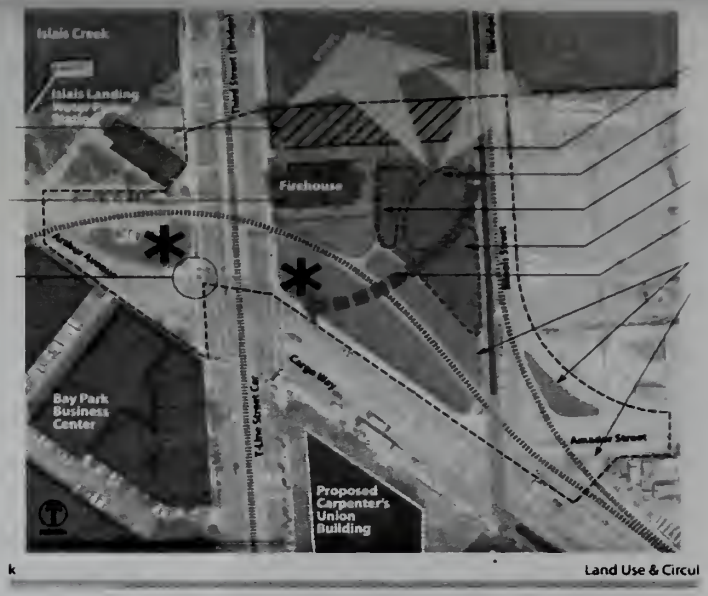


Bayview Gateway – project summary

Location: Southern shoreline of Islais Creek between Third Street, Illinois Street and Cargo Way

Project Manager: David Beaupre, david.beaupre@sfport.com

Background:
The Islais Creek Bayview Gateway site is an approximately 50,000 square foot site located between Third and Illinois Street and Cargo Way along the south bank of Islais Creek. A portion of the site was improved by a group of Port tenants in early 2000 and has also been identified by the Bayview Hunters Point Project Area Committee as a community gateway. Recognizing the opportunity to improve the community gateway, the Port identified the site as an opportunity to improve for open space.



Project Description: The preliminary program for the site includes removal of a dilapidated wharf to provide water views and visual creek access, landscape enhancements, seating, public art, interpretation, a shade structure, an improved Third Street pedestrian crossing, a restroom at the adjacent Islais Landing and opportunity for community gardens.

Remarks: Because of the significant cost (approximately $67 million) to complete all of the Port's Blue Greenway open space projects and the available funds of approximately $25 million, projects could not move into the schematic design phase until the final phase of the Planning and Design Guidelines, where projects were prioritized for implementation. The schedule below reflects the September 2011 date when this project was prioritized based upon the final phase of Blue Greenway Planning and Design Guidelines community planning process. The Bayview Gateway site is in the schematic design stage now, detail design will begin in early 2012 and it is anticipated that construction would be complete in the latter half of 2013.

Bayview Gateway Project Budget (expenditure information as of 9/30/11)

	GO Bond Funds	Total Funds
Original Budget	$0	$0
Current Budget	$3,282,125	$3,282,125
Current Projected	$3,282,125	$3,282,125
Actual Expenditures	$0	$0

Bayview Gateway

		Start	Finish	2010	2011	2012	2013
Design, Environmental Clearance and Entitlements	Actual	Sept. 2011	Mar 2012		7 months		
Construction Drawings	Actual	Mar 2012	July 2012			5 months	
Bid/Award	Actual	Aug 2012	Oct 2012			3 mo.	
Construction	Actual	Oct 2012	Aug 2013				11 months

Blue Greenway Public Art – October 2011

Location: Blue Greenway Mission Creek and Heron's Park

Project Manager: David Beaupre, david.beaupre@sfport.com

Background: Public art is an integral component of the Blue Greenway and will assist in strengthening its identity. Several locations along the Blue Greenway Linking Streets and within individual open spaces are suitable for the installation of public art. The City's Art Enrichment Ordinance requires that $400,000 of GO Bond funds go towards the Art Enrichment Program managed by the City's Art Commission. In addition, the Port proposes that additional GO Bond funding be utilized for permanent public art or site improvements to support temporary art. The funding level over and above the required Art Enrichment program proposed will likely fluctuate as other projects are further defined and cost and bids are received. Public Art will be installed within the schedule of the individual projects they are located.

Project Description:
The Port has initiated discussions with the Art Commission regarding the utilization of the Art Enrichment funds along the Blue Greenway and the process to select artist. Several concepts developed through the Blue Greenway Planning and Design Guidelines process identify appropriate locations for the integration of public art into projects.

Remarks:
Because of the significant cost (approximately $67 million) to complete all of the Port's Blue Greenway open space projects and the available funds of approximately $25 million, projects could not move into the schematic design phase until the final phase of the Planning and Design Guidelines, where projects were prioritized for implementation. The schedule below reflects the September 2011 date when this project was prioritized based upon the final phase of Blue Greenway Planning and Design Guidelines community planning process. The Port will work with the Art Commission to develop the implementation of public art projects along the Blue Greenway.

In the project budget table below, actual expenditures are as of September 30, 2011.

Project Budget	GO Bond Funds	Total Funds
Original Budget	$0	$0
Current Budget	$684,000	$684,000
Current Projected	$684,000	$684,000
Actual Expenditures	$0	$0

Blue Greenway Public Art				2011												2012												2013											
		Start	Finish	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D
Planning	Actual	July 2011	Feb 2012							5 months																													
Reuests for Projects- Artist Selection	Actual	Mar 2012	Dec 2012															10 months																					
Design Development	Actual	Jan 2013	April 2013																									4 months											
Fabrications and Install	Actual	May 2013	Aug 2013																													4 months							

PORT OF SAN FRANCISCO

SAN FRANCISCO PORT COMMISSION

GOVERNMENT DOCUMENTS DEPT

FEB 13 2012

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JANUARY 20, 2012
MINUTES OF THE SPECIAL MEETING

MEMBERS, PORT COMMISSION
HON. DOREEN WOO HO, PRESIDENT
HON. KIMBERLY BRANDON, VICE PRESIDENT
HON. FRANCIS X. CROWLEY
HON. LESLIE KATZ
HON. ANN LAZARUS

MONIQUE MOYER, EXECUTIVE DIRECTOR
AMY QUESADA, COMMISSION SECRETARY

CITY & COUNTY OF SAN FRANCISCO
PORT COMMISSION

MINUTES OF THE SPECIAL MEETING
JANUARY 20, 2012

1. **CALL TO ORDER / ROLL CALL**

Commission President Kimberly Brandon called the meeting to order at 9:10 a.m. The following Commissioners were present: Kimberly Brandon, Ann Lazarus, Francis X. Crowley and Doreen Woo Ho. Commissioner Leslie Katz arrived at 9:24 a.m.

2. **APPROVAL OF MINUTES** – December 16, 2011

ACTION: Commissioner Lazarus moved approval; Commissioner Crowley seconded the motion. All of the Commissioners were in favor; the minutes of the December 16, 2011 meeting were adopted.

3. **PUBLIC COMMENT ON EXECUTIVE SESSION**

4. **EXECUTIVE SESSION**

A. Vote on whether to hold closed session.

ACTION: Commissioner Lazarus moved approval; Commissioner Crowley seconded the motion. All of the Commissioners were in favor.

At 9:11 a.m., the Commission withdrew to executive session to discuss the following matters:

(1) CONFERENCE WITH LEGAL COUNSEL AND REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8. ***This session is closed to any non-City/Port representative.***

a. Property: Seawall Lot 351
Person Negotiating: Port: Jonathan Stern, Assistant Deputy Director, Planning and Development
*Negotiating Party: San Francisco Waterfront Partners II, LLC: Simon Snellgrove

5. **RECONVENE IN OPEN SESSION**

At 10:20 a.m., the Port Commission withdrew from executive session and reconvened in open session.

ACTION: Commissioner Lazarus made a motion to adjourn executive session and reconvene in open session; Commissioner Woo Ho seconded the motion. All of the Commissioners were in favor.

ACTION: Commissioner Lazarus made a motion not to disclose any information discussed in executive session. Commissioner Crowley seconded the motion. All of the Commissioners were in favor.

6. **ANNOUNCEMENTS:** The Port Commission Secretary announced the following:

A. Announcement of Prohibition of Sound Producing Electronic Devices during the Meeting

Please be advised that the ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing of or use of a cell phone, pager, or other similar sound-producing electronic device.

B. Announcement of Time Allotment for Public Comments

Please be advised a member of the public has up to three minutes to make pertinent public comments on each agenda item unless the Port Commission adopts a shorter period on any item.

7. **EXECUTIVE**

A. Executive Director's Report: Executive Director Monique Moyer reported the following:

- Bayfront Park Shoreline Improvements - In 2008, the voters of San Francisco generously approved a general obligation bond for parks throughout the City and for the first time made an investment in Port open-space properties, one of which is the Bayfront Park which is located on the east side of Terry Francois Boulevard from Pier 54 to Mariposa Street. It's a very short swath of land from Pier 54 to Agua Vista Park. It has been fenced up for quite some time since the shoreline was in somewhat of a tenuous state. In early December 2011, we were able to complete the bulk of the construction work and reopen that area to the public. We're still doing a few punch-list items. That area opened in early December and has been very popular. People are fishing and hanging out there. The lovely weather of December and most of January certainly made that a prime place to be. The great news about completing that project is that it completes the first mile of the Blue Greenway. The first mile of the Blue Greenway runs from Lefty O'Doul Bridge near the ballpark down to Mariposa Street. This is terrific news for all of our efforts. We have several people to thank especially our engineering group, Ken Chu and Tim Leung, who worked very hard on this project. Our designers, Coastal and Harbor Engineers, our construction company, Ferma.

We've had so much cooperation from the San Francisco Redevelopment Agency and the Mission Bay Development Group. It's been a great project and one the public has embraced wholeheartedly. Thanks to David Beaupre who has spearheaded this project through as part of his dedication to the Blue Greenway for many years.

Commissioner Brandon also thanked Ms. Moyer because that is such a beautiful project to have completed the first mile and just to think about what's to come. Thank you to David Beaupre, the engineering staff and everyone who worked on the project for doing such a wonderful job.

Corinne Woods, former Blue Greenway Coordinator for the former Neighborhood Parks Council, which is now the Parks Alliance, indicated that David brought a board to the Parks Alliance meeting last night, and it showed all of the projects in the first mile of the Blue Greenway that are completed. Isabelle Wade was there, and Isabelle had harped about getting this first mile done. We were able to show her the first mile completed. The Bayfront Park section that the Port has done will be joined by the real big Bayfront Park which is triggered by the completion of the Sales Force Campus. They're moving ahead very quickly and are hoping to have their first four blocks of offices open by 2015. We're moving right along.

B. Election of Port Commission Officers

Commissioner Brandon opened the floor for nominations of Port Commission President.

Commissioner Katz nominated Commissioner Woo Ho as President of the Port Commission; Commissioner Crowley seconded the motion. All of the Commissioners were in favor.

Commissioner Woo Ho was unanimously elected President of the Port Commission.

Commissioner Woo Ho opened the floor for nominations of Port Commission Vice President.

Commissioner Katz nominated Commissioner Brandon as Vice President. Commissioner Lazarus seconded the motion. All of the Commissioners were in favor.

Commissioner Brandon was unanimously elected Vice President of the Commission.

Commissioner Woo Ho - First of all, I want to recognize Kim for her leadership in this past year as well as Ann Lazarus as the Vice President of Commission. Both have served for many, many years and have been guiding lights. I am very excited to be able to take on this role, but know that I will be leaning heavily on

them in terms of their knowledge and experience going forward as well as to thank Leslie Katz and FX Crowley for their contributions over this past year.

2012, looking forward, is going to be a very exciting year for the Port and the City. As you know, we have a number of things in front of us in addition to the ongoing efforts for the Blue Greenway, but also obviously the America's Cup. We have the Exploratorium still in development. We have a number of projects that are ongoing, and this is a very exciting time for the Port and for the City. We do have a new Mayor so I think we have some stability in terms of how things are going to evolve and develop, and that's also very exciting. I know that the Mayor is extremely supportive of what we do here at the Port and that's also important for us.

We all know and many of you here know the mission of the Port. In terms of all the various maritime, recreational as well as the commercial activities that we do here that are very important. I wanted to reiterate the commitment for this commission this year to lead it in a responsible and transparent way in terms of the governance of which we are charged with in overseeing the activities of the Port as well as serving as the formal approval body for the various projects and other matters that come before us in terms of what we are expected to accomplish.

Also very importantly, I want to reiterate that we are here to act as resources to the Port Director and her staff, and that our role is to help them and the Port to be more successful in terms of what they endeavor. The Port is very important obviously business as well as social enterprise for the City. In some sense, our stakeholders are obviously not just the city and county of San Francisco but also obviously all the citizens of the city and the various groups and interests that they represent. Our mission is to make sure that we come to a very balanced conclusion in terms of making sure that we're looking out for the interests of everybody in terms of the conclusions that we look at going forward. That should be a given, but it's always good and important to reiterate that in terms of how we want this commission to function and to work very closely with the Port and Monique and her staff going forward. I look forward to working with everybody. I only have a few months here under my belt, and I know there's a lot more to learn. I hope to learn from all the various stakeholders as well as the staff as well as my fellow commissioners. I'm very honored and privileged to have this position going forward.

8. CONSENT

A. Request authorization to accept and expend $1,121,795 in 2009 Infrastructure Protection Program Port Security Grant Program funds from the Department of Homeland Security for security improvements at the Port of San Francisco. (Resolution No. 12-01)

B. Request authorization to award Construction Contract No. 2755, Port Security Fences Phase III, to Crusader Fence Co., Inc., in the amount of $1,311,011, and authorization for a contract contingency fund of 10% of the contract amount (or $131,101) for unanticipated contingencies for a total authorization of $1,442,112. (Resolution No. 12-02)

C. Request authorization to advertise for competitive bids for Construction Contract No. 2743, Pier 33.5 Improvement Project. (Resolution No. 12-03)

ACTION: Commissioner Lazarus moved approval; Commissioner Crowley seconded the motion. All of the Commissioners were in favor. Resolution Nos. 12-01, 12-02 and 12-03 were adopted.

9. PLANNING & DEVELOPMENT

A. Informational presentation on San Francisco Municipal Transportation Agency (SFMTA) and Port of San Francisco (Port) Mission Bay on Street Parking Strategy and proposed amendments to Port Harbor Traffic Code allowing certain parking restrictions and installation of parking meters on improved Port streets east of Third Street between Mission and Islais Creeks.

David Beaupre, Planning and Development - Congratulations Commission President Woo Ho and Commissioner Brandon on your presidency and vice-presidency. I wanted to introduce David Rosales from the Port's Department of Real Estate who's been assisting on this and Jay Primus from the San Francisco Municipal Transportation Agency who will also be presenting and has been assisting on this project.

The Port Commission has the authority to regulate streets within the Port's jurisdiction. We often refer to these as Port streets. The map is attached to your staff report as Attachment B. The staff report illustrates the jurisdiction between the Port streets and the SFMTA's jurisdiction. The Port has the authority to regulate streets through the Port's Harbor Traffic Code. The Port as much as possible tries to coordinate with the San Francisco Municipal Transportation Agency (SFMTA) and has a history of doing so since they regulate all the rest of the city streets other than the Port streets.

In 2010, the Port was approached by residents and tenants within the Mission Bay area requesting certain regulations to be considered on Port streets. The Port felt it was critical that we look at the entire Mission Bay area in coordination with our partners, the San Francisco Redevelopment Agency and the SFMTA to come up with a strategy for the entire Mission Bay area for consistency's sake. We requested that the MTA take the lead on that effort because of their expertise with parking regulations and parking management as well as they had a significant majority of the jurisdiction within Mission Bay.

As the MTA, the Port and the Redevelopment Agency began to look at a parking strategy for Mission Bay, it became evident that we needed to look at a larger

area than just Mission Bay because it would have impacts and spillover effects. As Jay will describe in his presentation, we looked at the Mission Bay buffer area. Then the Port began to look at an area, a subarea called the south of 23rd Street which is basically between 23rd Street and Islais Creek. These three subareas are also identified in the graphics.

Jay Primus, SFMTA - David covered a lot of the presentation. This will be a brief walk through of what specifically is proposed and some of the rationale. This is a map of the Mission Bay area and the surrounding area. The point to add is the parking shed. This is within walking distance of Mission Bay. What we already see now in Mission Bay which already half of the parcels are either developed or under development, incredibly dynamic, and a lot of people are parking in the unmanaged parking and surrounding areas. It was critical that we look at this as a whole Mission Bay just not in a bubble. The timing was really right given the level of development that's happened or is under way.

This map summarizes the current parking regulations and the way it's managed in the area. In the Mission Bay proper, there are blue lines signifying the time limits. I believe most are two hours. That was a stop gap measure put in place until the real parking management proposal could be developed in partnership. This is something we've been working together with the various agencies for over a year and a half.

You'll see in the surrounding areas, the dots in SOMA represent existing parking meters. The red lines represent completely unmanaged parking. The green lines are the areas with existing residential parking permits and those pretty dense residential areas of Dogpatch and Potrero especially. What this says and shows you is that a lot of the parking in at least the surrounding area is a relic of another time. Twenty years ago perhaps, not managing parking in that area may have made sense but as this has become a dynamic commercial area in its own right and is only becoming more so, the time is really right to manage parking effectively.

One of the effects and consequences of the current approach or just the lack of any sort of parking management is this map. We systematically on weekdays, weekends and different times of day and also during special events or baseball games look at parking occupancy. In other words, how hard is it to find a parking space? All of these red lines mean that parking occupancy is over 85 percent, which translates into an experience as a driver of exactly what we don't want to see, where it's very difficult to find a parking space. This much red, we almost don't see this anywhere else in the city. It's only where we have unmanaged parking next to large trip generators – Mission Bay itself or in this case also 3rd Street Light Rail. There are a significant number of people who park just to take the 3rd Street Light Rail downtown to avoid paying for parking there adding really not a lot of value to this neighborhood.

Brief history on the management background and where this is originating. In 2002 the city made a resolution, creating an all on-street parking in Mission Bay

proper dedicating that as a metering district. It has long been envisioned that on-street parking in the area would be managed with parking meters and supporting that vision for a dense, mixed-use, commercial, vibrant neighborhood. In 2007, Port Commission extended the metering hours in that area, and in 2008, the MTA included our portion of the jurisdiction as part of the SF Park Pilot area in envisioning this parking proposal.

SF Park is just a brand. It's part of the SFMTA. Under that name, we're moving in a different direction of parking management. We're trying to make parking work better for San Francisco and make it easier for our customers who do drive, but also support the economic mentality and growth of the city.

One bottom-line goal is when people do choose to drive, how do we make it easy to find? In other words, we achieve some minimum, lower threshold of available parking spaces. From that we expect lots of benefits to the extent we deliver that goal. That's not just convenient for drivers, but it delivers a lot of benefits even if you don't drive.

Cars circling around or double parking because they can't find a parking space, those are cars that are distracted drivers circling around, much more likely to hit a pedestrian or cyclist or other car. Those cars waiting to turn or double parked, that's part of the reason why Muni isn't as fast and reliable as it could be. Circling cars also obviously wastes time and wastes fuel and causes unnecessary greenhouse gas emissions. Those are some of the benefits. Charging for parking also discourages commuting by car and encourages these other alternatives in the city.

Another part of this, especially in this area that's a little unique, is trying to come up with an approach that really works with managing special events, especially with the stadium which causes intense parking demand. It becomes kind of a zoo transportation-wise.

This is a real shift from what we've done for the last 70 years. This is a picture of Mayor Lapham in 1947 operating the first parking meter in San Francisco on Polk Street; a great day in San Francisco.

You can see that we've been doing it the same way for 70 years. Meters with the same rate all day every day regardless of demand. If the street's completely empty and it's in the afternoon, it's a good reason to lower the rate. You also see the 60-minute timeline. The idea is that someone pulls in, does their business and leaves to make room for the next person but for 70 years that mantra of turnover is what we've been focused on.

It's worked okay. It's what a lot of cities do. We're shifting and focusing on the ultimate goal of turnover which is availability. We don't know what the right amount of turnover is; no city does. We do know that we want open spaces, at least one on every block most of the time, and that's going to deliver the benefits.

That's really the goal as a driver or as a store owner that you just want a minimum level of open spaces.

This is a tectonic shift for us, recognizing parking as a tool, not just a way to balance budgets, and a way to achieve our goals for the city and the transportation system with that subtle shift. Part of that is better information about where parking's available, either signs on the street pointing people to garages that they didn't know about; we even have real-time data in the pilot areas. That's a sample of the free iPhone app and Android app.

Demand responsive pricing is really at the heart of it, being really smart about pricing. It really boils down to our legal obligation to find the lowest rate possible that achieves that one open space most of the time.

On Valencia Street, Wednesday afternoon, 2:00 p.m., $2.00 an hour is probably too much. Not many people are parked there. We've been lowering rates. We'll do our fourth rate change in February but Saturday afternoon on Valencia at 2:00 p.m. it's a zoo. Two dollars an hour just wasn't enough. Combined with that we've been lowering rates at garages, trying to let people know garages are a great place to get matched up with a space fast; cheaper than parking on the street.

This is a slide of a very limited on-street parking supply in Mission Bay. Mission Bay was designed to have relatively few on-street spaces, just the yellow curb lines you see with a significant amount of on-street parking. It's a very scarce resource, on-street parking in San Francisco in general, especially in Mission Bay, all the more reason to manage it carefully.

This is a very high-level overview of specifically what's being proposed, first for Mission Bay proper, meters in both jurisdictions operating from 9:00 a.m. till 11:00 p.m. Monday through Sunday, and that's consistent with the Port's current operating hours.

Rates -- for MTA we're starting at $0.25 an hour. That's the lowest rate we can charge. That's meant to demonstrate our commitment to finding the lowest rate possible. If $0.25 is enough to have that minimum level of availability, that's where the rate will stay.

Port staff have recommended starting rates at $1.25 adjacent to where the Port already has meters in the area with the same $0.50 an hour rate after 7:00 p.m. Both agencies are planning to carry on with the same special event rate policies that is in place. The Port has already done that for two baseball seasons. MTA will start later this year. We'll revisit the policies we have in the books which are very similar to yours, to try to have them work a little better for the neighborhood. It's a complex issue.

For time limits, four hours or no time limit. We're deemphasizing time limits. They aren't very convenient. We find that in other areas, the park areas where we've extended time limits, they're all four hours now or no limit. We don't see that

people necessarily stay longer; a few do, and that's really convenient for them, but a lot of people just no longer have that anxiety about coming back to the meter. They're able to park as long as they want, pay for what they want and then move on. It doesn't necessarily mean that all spaces are taken. Occupancy hasn't changed a lot.

If approved by the commission, the MTA board, we're planning to move forward with implementation this year.

For the Mission Bay, for the surrounding areas and for the Port, this is just a few blocks in the Dogpatch area -- the same approach with a few exceptions -- operating meters instead, 9:00 a.m. to 6:00 p.m. Monday through Saturday. That's consistent with the rest of the city, and that's a really important way that we're coordinating with the Port, working together to have a consistent user interface. These jurisdictional boundaries are invisible, and we're trying to have a consistent user experience so that drivers who are oblivious to those jurisdictional issues, they just want to park, that they aren't faced with two different kinds of meters or rules on the same block or block to block.

One difference and this is a small difference between the Port and MTA - Port staff have recommended starting those rates at $0.25 an hour with a cap of $0.50 an hour for 12 months. It's the MTA's recommendation for the Port Commission that you not have a cap for a couple reasons. One, to avoid any potential discrepancies in rates that are artificial. Another is really staying true to the principles and approach of finding the lowest rate possible for parking. If $0.25 or $0.50 is it, that's great. That might not be at all times or all blocks to artificially cap it. It could create a situation where it takes us a little away from that goal of finding the lowest rate. In that case we might just be charging and not really achieving the benefit. This is a relatively small difference in issue. It's just a few blocks and would be just for a year, but something for the Commission to consider.

This is a visual representation of what is proposed. The red lines are for where we propose meters with no time limits in the area. Then on the light blue lines at Channel Street, 3rd Street, that's where we propose four-hour time limits as well as part of Terry Francois, and that's important to discourage commuters from parking there, improving access for that retail corridor as well as those open spaces along Channel and the waterfront and Terry Francois.

The dotted line or on the perimeter going along Bryant at the freeway, the waterfront and then 7th Street down to Mariposa, that's the area not just in the board jurisdiction, but MTA where we've proposed to operate the meters Monday through Sunday, 9:00 to 11:00 p.m., $0.25 an hour in the MTA area. What that enables is special-event rates for the 60+ nights a year when there's a large event in the stadium.

Several residents have raised the issue and requested residential parking permits. That is something that has not been consistent with our vision and

requests that we are not planning on accommodating. Those properties were built with off-street parking. To give residential parking permits would probably make very little difference and be inconsistent with that vision of carefully managing on-street parking, for the benefit of the whole area, not just a limited group of people.

While Mission Bay is in the midst of growing, this is really meant to be an approach that gives us a lot of flexibility as agencies going forward. We can find the lowest rate now. As the city grows and evolves and changes, we can shift and adjust block by block to find that lowest rate as we grow and change.

David Beaupre - Jay talked about both the Mission Bay area and the Mission Bay buffer area. The third area is 23rd Street to Islais Creek where we have issues of vehicle abandonment, vehicle storage. It's becoming a security and safety issue to a number of our tenants in the businesses around there. We're proposing in general some areas to have two-hour parking maximum to provide better access and safety down to some of our open spaces including Warm Water Cove Park. There will be no overnight parking on most all of the streets, and that will help deter some of those vehicle abandonment and vehicle storage issues.

Next steps - we'll go to the MTA board on February 7, 2012 to get the board's approval for implementing this project. We will return to the Port Commission in February to seek approval of Port Harbor code amendments allowing us to implement the program as described.

We are going to initially legislate the parking to be consistent with all of the Port parking, 7:00 a.m. to 11:00 p.m. To provide that consistency and ease of user interface between the Port and MTA, we're suggesting that in some locations we deviate from that and we begin meters at 9:00 a.m. and go from 9:00 a.m. to 11:00 p.m. within Mission Bay every day of the week. Within the Central Waterfront we would go 9:00 a.m. to 6:00 p.m. Monday through Saturday. Ultimately if we see that there's a demand or need, then we could at a staff level decide to go with the 7:00 a.m. to 11:00 p.m. consistent with the rest of the Port.

If we're successful and we receive Port Commission's approval in February, we'll begin implementing by putting meters within the Mission Bay area immediately and then over the next 12 to 8 months phasing it south.

Loring Sagan - I'm a business owner in Dogpatch. My wife and I own Piccino Restaurant, and I'm also a member of the Dogpatch Neighborhood Association. We had a D&A meeting a few weeks ago and we had standing room only with serious concerns and issues about this extending into a historic neighborhood. It's primarily residential with a few businesses. The parking situation down there works really well as it is after years of figuring out -- having a residential parking permit program that works well. There's natural ebb and flow that's appropriate as it is now. The concerns of the neighborhood, and Janet may be here to speak on this, are that as residents who often work out of their house or live there, they will have to think about moving their car during the day when it's their home. Mission

Bay, we understand for what it is, parking meters may work well but Dogpatch is not Mission Bay. It's a historic neighborhood that is primary residents. The consensus there is absolutely opposed to this. There has been no listening, no engagement with the community. It's been imposed unilaterally, and there's a lot of anger and a lot of disappointment that it hasn't been more open and engaging. We'd appreciate it if you would not support this until that process has happened.

Corinne Woods - I'm here wearing a different hat. I shared the Mission Bay Citizens Advisory Committee for the Redevelopment Agency at least for another two weeks. We're not sure what's going to happen after that but we do know that Mission Bay is going to move forward. It has enforceable obligations, one of which is that it was designed as a transit-first development, not that MTA has given us the transit, but we're still hoping. It was always intended to be metered. We know that this as a program, we've worked with Jay and David quite closely over the last few months trying to work out some of the details with lots of meetings, and they've always been available to discuss the issues. It's a pilot. We're not sure that we've got the right solution in every case, even in Mission Bay. Our retail is pretty much empty right now. So as retail evolves, particularly on the 4th Street Corridor, we want to be sure that people can park to go to the retail establishments. On Mission Bay North along Berry Street, the 3000 residential units up there weren't amused at the thought initially. They've already got meters now. They find that their guests can actually come to dinner instead of having the parking taken up by people from anywhere that want to park all day for nothing. We have asked the SF park people not to put meters on the blocks that are going to be under major construction during the next two years because we've got a lot of buildings that are going to be under construction. We've got five blocks that they haven't started pile-driving on yet, but we're looking forward to that. We agreed that the parking shed is important both because of commuters who come in and park for nothing all day and, more importantly, for events at AT&T Park. AT&T Park basically takes over every parking place in Mission Bay that isn't time-limited or metered. The meters that are unlimited allow AT&T attendees to park for less money than they can go into the garages or parking lots. Therefore, we're not sure the pricing is right. We want to work with SF Park to evaluate this as it goes along, and we'll look forward to seeing how it works.

Janet Carpinelli, Dogpatch Neighborhood Association & Green Trust SF- I'm here representing two groups. First of all, I'm representing Green Trust SF, and we're a community group that stewards Warm Water Cove and works with the Port on that. I'm here to support metering or some kind of parking regulations along Illinois Street from 23rd to 24th Street and then on 24th Street from 3rd Street or at least from Illinois Street to Warm Water Cove Park. Right now it's really hard to tell there is a park down at the end of 24th Street because Sheedy Drayage has their vehicles parked all day, every day and night all over the street, and it's really hard to get your way down there. As well, there are RVs parking there all the time, and a lot of people don't feel safe walking down there, plus they leave a lot of trash and have dogs parked at their vehicles which bark and harass the people who are walking down to the park. I would like to see a two to four-hour parking along that way whether it's metered or not. As far as the MTA project and the

buffer zone in Dogpatch, I absolutely am totally against what they're proposing. Unlike Mission Bay the Dogpatch neighborhood was not engaged in this proposal. Mr. Primus came to our Dogpatch meeting in September 2011 for a vague, 15-minute presentation at the very end of our meeting from 8:45 to 9:00 p.m. At that time, he was introducing the proposal. We thought we would have more engagement and we'd be able to talk through what we wanted to do with our own neighborhood. Over the last several years, we worked out a parking plan with MTA and it actually took us a couple of years. All we wanted was residential parking. We finally got residential parking with four-hour limits for those who were not with residential stickers. What that does is help the small businesses in our neighborhood. Our neighborhood is not just residential and retail. In fact, it's residential and small businesses and PDR. A lot of them do drive, and we are working with our small business because we figure if you have four-hour parking you can park for a while, come out at lunch, park somewhere else. It moves the traffic around and lets other people park, and as well it accommodates the residents. This program was pushed on us. We invited Mr. Primus back to our January meeting. He refused to meet with us. He has spoken on the phone with a few people. Everybody he speaks with he does not take in their suggestions. He pretty much has told us, "This is what we're proposing." He will not work with us. We're finding this totally unacceptable. Meters within Dogpatch neighborhood is not going to work. We need to have a little more time to talk about this. What we do think that is working is the four-hour time limit where people can move around, businesses get people to come in. In our neighborhood, the biggest problem is the Cal-train commuters that come in and park all day. The unlimited parking meters at $0.25 an hour is going to be great for them. They'll have $0.25 an hour, $2.50 they can park all day and take up the parking in our neighborhood. It does not help the residents or the small businesses at all. I'd like you to reconsider any kind of support for that program.

Commissioner Lazarus - I don't understand the concept of meters and unlimited parking. If the goal is to create availability, why would you, other than to create a revenue stream, put in a meter and then allow people to park there all day?

Jay Primus - This is a really important point. It gets to the heart of what SF Park is about and how the city is moving with parking management. We have three basic parking management tools. As parking managers, there are either time limits, parking meters or residential parking permits. That's all we've got or meters with time limits. The time limits are not particularly convenient. They are also pretty difficult to enforce. Enforcing a meter for a parking patrol officer is very easy. It's visual. You drive by the meter, it's either paid or not and you move on. For time limits, we have 250 enforcement officers. We have one set of equipment that does license plate recognition; everyone else is chalking. That means you have to pass once. Whatever the case, you have to pass then again to enforce for four-hour time limits especially. One or two-hour time limits are labor intensive. Four-hour time limits are almost useless in terms of creating availability.

Meters are very unique. Meters that take credit cards, $0.25 an hour with no time limit, you probably won't find that anywhere else in California, pretty innovative, and it's really meant to match the unique and commercial mix of these characters, these neighborhoods. If we were to have, for example, time limits or even meters with time limits or just time limits in this area, that would not address a lot of the people who -- in some of the PDR facilities, people who drive to work and really do park all day, time limits would almost prohibit them from parking.

If we have two-hour time limits, four-hour time limits, we see the two or four-hour shuffle, people having to go out every two hours and move their car, which is a waste of time. It's a lot of cold starts, which are really bad environmentally for greenhouse gas emissions. This is meant to be the savviest, more incremental, easiest parking management step. There's no lower step that we can do if we're using meters as a tool. It's considered a best practice, sort of state-of-the art. That's why we've recommended this.

Commissioner Lazarus – I'm still not clear.

Jay Primus – To put it another way, meters create availability.

Commissioner Lazarus - Particularly in a commercial area so merchants have a chance to have different customers come in. If you're metering it and allowing somebody to stay there all day, you haven't accomplished that.

Jay Primus - In some ways it boils down to basic supply and demand. If we have a free on-street parking, people consume a lot of that. There's no reason to move on. If we charge just $0.25, and we just need a few spaces open, well right off the bat, several of the commercial vehicles that are just being stored on the street, RVs, trailers, perhaps people in other residential neighborhoods who know they can just stash their car down here and store it on street, $0.25 is enough to chase them away. We're going to increase the usable amount of parking supply on the street. That will help. At $0.25 an hour, it won't change the behavior of a lot of people. We just need a few people to make that change. Maybe they'll take MUNI. Third Street light rail does pass through, an $8 million investment by the city in transit. It is a flat area. It is bikeable. That's kind of the point, basic supply and demand, and the smallest change, the smallest rate possible to get just enough open spaces. That's the idea.

Commissioner Crowley - I have a question that's away from this one. It's actually the leader heads themselves. I have been told by a number of people, and I share this with our director, that it's not universal. I use this card. I take MUNI, I use this card to go into some meters, but I have to use a credit card for the other. The meter heads themselves are confusing to the elderly people and people, depending upon the sun or the fog, can't read it appropriately. So I'm hoping that we get a universal system in place that's better user-friendly. I am a college graduate, but I don't expect to have to use that degree in order to feed a meter. If you can help me with that, I would greatly appreciate it.

Jay Primus - This is just critical. We're trying to create a completely different experience for our customers when they park. The perception in the region and in the city is that if you come to park in San Francisco, it's going to be expensive. It's kind of a pain, maybe confusing. You might get a ticket. People go park somewhere, put in the change they have in their pocket, hope for the best, they might come back, have a $55.00 ticket and leave with a really bitter taste in their mouth and vowing never to return to San Francisco. This is exactly what we don't want. This is bad customer service. It's bad for transportation. It's just bad for the city's economic vitality.

So part of this direction, part of this brand with SF Park, SF Park meters take credit cards. It's critical; people love it. Credit cards are nearly ubiquitous among car owners. It cracks the nut of convenient payment.

In an ideal world, we would have Trans-Link working at the meters as well. Technically it's impossibility at the moment until we have dramatically better battery life.

Another way we're trying to make payment easier is to pay by phone. Over the next few months you'll start seeing that every meter in the city you'll be able to pay with your phone. You link it to a credit card and pay virtually, and the PCOs will come to a meter, they'll look unpaid, they'll look on their handheld, they'll see it's paid.

We're trying to make it easy. A lot of people have complained about the multi-space meters along the waterfront. Those are issues. The user interface is really bad. We've worked with the Port and that vendor to improve it. We've made incremental improvements. We've already worked with the Port to replace them. We tried to find the most easy-to-use meters on the market. We think we have them with the single-space meters. You just walk up, put the credit card in. It's very intuitive. We get very few complaints.

We've worked with the Port to replace about a third of the spaces. Three-hundred or so of the thousand spaces that are in Port jurisdiction already have those new meters. As we do this RFP for replacing meters citywide, that's one that will be released this year. That's when the Port meters will be replaced. It is an urgent problem.

Commissioner Crowley - I know it's user-friendly and not everyone carries a credit card contrary to public opinion. In my eyes, it's not appropriate for my 17-year old to carry a credit card with value on it at this point in time. My point is, if there is a universal system, a debit system with a maximum or however the universal card is, whether it's on a clipper card or however, I'd just like you guys to take a look at that as well.

Jay Primus - We have an MTA parking card. It's a stored-value card which is what you have. You can order them at no charge online. We've tried to make it easy to pay with a lot of options.

Commissioner Crowley - Again, this doesn't work at a credit card meter.

Jay Primus - These do. They're supposed to work at all meters in the city except the Presidio; those are federal. If you find a meter that doesn't, please call 311 and that helps us go and fix them.

Commissioner Katz - I have some familiarity with the Dogpatch area, which does seem to be predominantly residential with a few businesses. I think it's mostly called 21st or 22nd.

David Beaupre - Just for your benefit, as much as possible we like to coordinate with MTA on all our parking strategies and to have consistent regulations and meter hours of operation and whatnot. The Port Commission doesn't have jurisdiction of the streets within Dogpatch. The jurisdiction within the Central Waterfront of port streets is very inconsistent. But in general, it is Illinois Street between Mariposa Street and 20th Street. Mariposa Street is the southernmost street within the Mission Bay area. It is the second blue line from either the left or the right. That's Mariposa Street just on the north side of Pier 70. You can see we have Illinois Street from Mariposa to 20th. We have 20th Street east of Illinois Street. Then we have Illinois Street halfway between 24th and 25th. We have 24th Street east of Illinois Street. When we come back in front of you in February to amend the Port's harbor traffic code, we would be proposing regulations consistent with whatever the MTA board decides to do at their February meeting. It's not within the residential areas of Dogpatch.

One other thing I just wanted to mention that I skipped over in my presentation, and I do apologize, is that the Port with MTA did do a significant amount of outreach. We went to the Mission Bay CAC three times. We went to our Central Waterfront Advisory Group one time. We did meet with all the neighborhood organizations and Port tenants within the area. We have been working on this for about two years now, so just wanted to let you know that.

Commissioner Woo Ho - I have a couple of questions on the technology of these new meters since you want to do demand pricing and adjust them. Is it such that you can centrally drive the changing if you decide all of a sudden you want to change the rate or the hours? How does the technology work on these meters?

Jay Primus - These meters are state of the art. Each meter has a GPRS modem, in other words, an old-fashioned cell phone modem. That's how they do real-time credit card authorization.

Commissioner Woo Ho - So you can change your rate or the hours of parking centrally?

Jay Primus - That's correct.

Commissioner Woo Ho - David did sort of describe that we don't have the jurisdiction over the Dogpatch, but I guess you probably would say it would be a

nice idea if you were able to meet with the group and hear their concerns. We are not obviously here to give you any direction on that because it is outside of our jurisdiction. The other question I have is that the meters that are on Port property -- the revenue off those meters, where does that go?

David Beaupre - We have an agreement with MTA where they work with us to install the meters, manage the meters with input from staff on pricing and whatnot. The revenue does come to the Port. I believe as a part of that agreement we do pay MTA again, their parking control officers, to manage and do collection. But the revenue does come back to the Port from Port meters.

Commissioner Woo Ho - So when you come back to ask us for approval, will you be able to give us a projected forecast in what we think that revenue will be that I guess is incremental to what exists today?

David Beaupre - We did do some projections for the Mission Bay area. It was covered in the staff report. David Rosales might be able to help me on this. But generally, the initial investment is around $340,000 for the meters within Mission Bay. We anticipate the payoff period to be somewhere between 12 and 18 months.

Commissioner Woo Ho - That's the investment. So then on an ongoing basis with the revenue after we obviously pay MTA for expenses for maintaining meters, can you address that when you come to us? Would you please provide the economics of what that is? My only other comment is that as a consumer or as a resident, you wouldn't want to go from block to block and have different rules and different rates apply as it wouldn't make sense. They're not going to understand that this is on Port property and this is on city property. I would certainly be advocating that we are consistent in terms of for the public that the rates and hours and everything else is consistent with the contiguous areas, otherwise, it is very confusing.

David Beaupre - This is a point, as Jay mentioned, that we struggled with. We have been able to come together and align our days of operation and hours of operation within the Central Waterfront or the Mission Bay buffer areas, specifically on Illinois Street between Mariposa and 20th Street and then on 20th Street east of Illinois Street and 23rd Street. There's a condition out there where there is a mix of office, production, distribution and repair uses where there are no meters today, no regulations today. We felt that a softer way of transitioning from no regulations to regulations would be to cap the rate for the first 12 months. In reality, what that means is that there would be for approximately eight months a discrepancy from block to block, but that could be something that we would look to the commission for direction on whether we should just go with what the MTA board approves at their February meeting or whether we want to soften that transition first for areas going from no regulations to meters. That was the reason for our decision on capping the rate for the first 12 months.

Commissioner Woo Ho - If you're driving and we're trying to eliminate circling, you don't want people to end up saying, "Okay, if I park on this block, I follow this. The next time I'm going to park two blocks down, and it's going to be a different situation." I just think it's a very confusing experience. As it is, what they're introducing, which is something that we'll all have to get used to in San Francisco, is depending upon the hour of the day, your rate could change. Today, all of us when we park, we think it's the same rate. After 6:00 we don't get charged but now I'm hearing that we may be charged even after 6:00.

It's going to be a change in customer experience, not just in terms of the parking area that we're talking about here, but it sounds like they're going to introduce over the city different ways of handling parking in the future.

David Beaupre - Yes, and we're trying our best to be as consistent across the board, so there is not that confusing user interface.

Commissioner Woo Ho - Customer experience is very important. I appreciate that we want to make it a softer experience, but just being consistent most people will probably find that easier than trying to find that it's different.

Jay Primus - If I can respond to the comment you made about outreach. I really want to reiterate David's point. It hurts to hear criticism of the outreach. We have done our absolute best in terms of meeting with every group possible. I'd say over the last eight months, we've met with the 20, 25 community groups anywhere related to this area including outside. We have met with everyone. We do not turn down any invitation. We are very happy to return to talk to the Dogpatch group again. I wanted to underscore that.

Commissioner Woo Ho - My only other question would be is that if you're going to have this flexible change in pricing and hours and you can manage this, it sounds like there's great technology to manage this. Somehow you should put some notice on the meters so that people understand that they should really look carefully because it could be your rate during the day and your rate at night could be different and the time limits. I understand that you're trying to move to a higher level, but I think it's going to be very confusing for the public regardless of whether it's our property or not. I'm hearing it for the first time; that's a big change. How is parking going to be managed in the City?

Jay Primus - So far, there are eight SF Park pilot areas, and we've done three outreach so far since July. That has just not been an issue that's come up. We've listened carefully. We're waiting for it. People haven't complained. Part of that reason might be some people if they can pay with credit card they don't care. You just don't feel it as much. However, that's not the case for everybody. A lot of people are experts when it comes to parking. We park in the same neighborhood a lot. The idea is that some people might not notice, but people who consistently park in the Fillmore area, they're figuring it out. It's a little more expensive there; it's a little cheaper here. We make the data available on the website via the Web, via Mobile Apps. It is a challenge. I think we'll see how that goes.

Commissioner Woo Ho - I'm probably beating a dead horse, but right now, everybody thinks that after 6:00 p.m. you don't have to pay anything. If you're going to start charging, people have to be aware, and they'll get a rude awakening with a ticket. Hopefully you can avoid that.

Jay Primus - Yes, especially in SOMA.

Commissioner Brandon - They have to be aware of every holiday also.

Jay Primus - With regards to implementation, we're going to have to really do that right. Corinne mentions implementation details around construction. We don't want to inhibit construction, so we'll work carefully with those developers to make sure that we don't want to put meters in that we only have to tear out or that they're going to knock over. That's an important part as well as rolling out, especially in SOMA where there are a lot of restaurants. Those are going to be great allies. We want to make sure that those restaurant owners, the businesses that are really open in the evening help get the word out. Part of that will be parking control officers for the first time, a month or two, but they're just giving warnings, a nice note saying, "Want to make sure you know the meters are now going until 11:00 p.m. Be careful, as of March 1st we'll be enforcing this." So we'll pay as much attention to that as we can. Because those kinds of tickets that people didn't know about, those are the worst.

Commissioner Woo Ho - In general, obviously it's going to a next stage of development in terms of whether it's on the Port property or otherwise. It would be interesting how you manage to change and communicate the change.

B. Informational presentation on responses to the request for proposals for the lease, rehabilitation, and development of the 20th Street Historic Buildings within the 69-acre Pier 70 site, located near the intersection of 20th Street and Illinois Street.

Kathleen Diohep, Planning and Development Group - We have three developers at this point who are interested in rehabilitating the 20th Street historic buildings, and they're here to give you presentations.

Since your packets went out, one of the developers has dropped out. Placeworks was just interested in one of the buildings but is still interested in Pier 70 but maybe in a different role.

This is 20th Street, World War 2 era and this is what it looks like now. The buildings pretty much look the same on the outside. They're not doing so well on the inside. The Port has learned a lot since the Waterfront Land Use Plan about historic preservation. What we decided to do on this is do a very different offering process. Instead of putting out an RFP and asking people to put together a very detailed perspective, we knew historic preservation rehabilitation is difficult. Pier 70 is a transitioning neighborhood, started with a different process.

Last February, we went out with a request for interest asking people to let us know what buildings they would be interested in, how they would use it, what kinds of uses. We wanted to be sure if we put out an RFP we would get a response. It's pretty exciting. We had a lot of tours; a lot of people came through, a lot of interest. We got 15 responses of interest. Those sorted through with your concurrence was shifted to a request for proposals phase in October. We invited 10 parties to make proposals. We ended up receiving four proposals.

The goals for the project are established in the RFP. The objectives came out of the Pier 70 master planning work that the Port and the community worked on for over three years. We want uses that excite these buildings. We want concepts that are financially viable. These are not easy projects. We want to follow the secretary's standards, which is the national standard to do historic preservation.

For the Union Iron Works Machine Shop, we were looking for a possible use that we could all go in there and enjoy, just like the ground floor of the Ferry Building. We wanted to be able to tell the site's history and draw the connections to the Dogpatch and the other neighborhood nearby and our standard types of objectives in general across development. We offered a very broad range of land uses. We wanted to see what's out there, who would like to use these buildings and bring them back to life.

The RFP asked the developers to respond. What we're doing today is starting the process. Each developer is going to give a brief presentation, introducing themselves, and then we're going to come back and do a set of interviews. We're doing research on their economics. We're checking with their banks. In February we'll be back with a recommendation evaluating how well these developers meet those goals and using these evaluation criteria.

The criteria is their qualifications, have they done this type of project before? Their financial capacity, how well their rehabilitation concepts meets our objectives and goals? and then last is feasibility. It's basically, will it work? Can it get through the historic preservation approval process? Can it get financially funded? Are they looking at a market that's feasible in general? We have asked for what we call rehabilitation concepts. We've asked each developer to tell us how they would approach this site and provide us a financial structure for how they would put together pro forma. We know that the trick in historic preservation is you dig in, and there's more between the walls than you ever thought. We know we will be working with whoever we choose to refine those concepts.

We wanted an understanding of did they see these as a project that needed substantial funding? Is this a project that they can do with all private investment, the whole range? We received a number of different ideas. When we look back in February, we'll be able to show how different people looked at these buildings and came back with different use programs and economic responses to it.

The next step is the interview of the panel. The same developers will be back and give presentations to the Central Waterfront Group on February 8, 2012 and let

the community interact and discuss and bring up issues. Then we'll return with the staff recommendation and seek your direction on what the next step is, which could be going into an exclusive negotiating agreement for reuse.

The first group to speak is CultureStructure and speaking on behalf of this team is Peter Brandon.

Peter Brandon, Principal Development Advisory Services - Pier 70's time has come. You may recall nearly a decade ago an art's related use was proposed for some of the historic buildings in Pier 70. That proposal was a good idea, but it may have been ahead of its time. Since then, the Port has researched the site conditions and provided a master plan to guide it forward. Art never dies, and the idea is back. I would like to introduce the new art, entertainment and recreation factories at historic Pier 70.

This is our group's dream project. We are collaborative in our approach. Our method is that of an integrated team. We bring years of expertise and knowledge. We are trusting and respectful. While I would like to take credit for the ideas presented here, they are the result of the many dedicated professionals on our team, some of whom are here today: Development Advisory Services, myself, NCA Real Estate, my partner in Southern California, Rudolph and Sletten Construction, ELS Architecture and Urban Design, Degenkolb Engineers, Sherwood Design Engineers, Treadwell and Rollo, Jay Wallace and Associates, Sanger and Olson.

In 1946, Billy Carr, a sheriff deputy, provided the description of the area. In the early 1880's, it was mostly all hotels on Irish Hill. In those days, the shows were better on Irish Hill where the boys from one hotel would challenge the boys from another hotel and fight in a ring. Then they'd all go and knock off steam beers for a nickel a piece. They went up on Irish Hill after they got off work, and they never left until morning. Well the hotels are gone and most of Irish Hill is gone, but Union Iron Works still stands today.

This is bare-knuckle industrial. It's raw space. Our intent is to preserve its history and reuse it in a way that revitalizes its original design. For art space, Building 101 with its many individual but connected suites, it's ideal for small but elegant studio workspace.

Building 104 is suited for larger producers or instructors of art and culture. Its open-beam ceiling, exposed brick walls and open plan are a desirable, creative venue.

Entertainment space, Union Iron Works, Building 113 and 114. This is the cathedral of performance art. It's soaring, high-beam ceilings; enormous arch windows celebrate its heritage while providing a functional, multi-disciplined venue. Its central entrance is a gateway leading to what we call Bridge Iron Plaza where Bethlehem steel beams are brought home from the deconstructed Bay

Bridge and reused to support numerous entertainment and recreational activities in the plaza.

Adjacent to the plaza is Building 14, heavy industrial warehouse, which will support industrial artisans, fabricating, welding, creating and teaching.

Recreational space will bring new life to the foundry buildings, 115 and 116. Its open, light, indoor/outdoor quality provides high ceilings and natural light. It will be an ideal bayside location and rival the success of the Presidio, which has enjoyed a multitude of athletic uses. High on my list is indoor surfing.

In the central part of our proposal is the inclusion of new commercial buildings. We'd like to thank Port staff for considering this addition to the scope of work. It's unique in our plan and outside of the scope of what was asked for.

Our plan follows the guidelines of the master plan. It includes 680,000 square feet of new space, two below-ground parking structures with more than 800 spaces and multiple outdoor plazas that will connect the historic buildings to each other with art, dining and performance space. This is essential to the operation of the restaurant proposed for Building 102. The additional development of the three infill sites along Illinois Street is intrinsically connected to the financial, functional and visual success of the historic district. It is the economic engine that will make this dream a reality.

Lou Vasquez, Build, Inc. - John Clawson from Equity Community Builders will also be presenting with us.

For the public record, I'd just like to say go 9ers. This team of Build, Inc., UP and Equity Community Builders is a response to a question that we were asked a couple of years ago in a meeting with our esteemed Port director and staff. That question was - what would you do if you were us?

We've been looking at this, trying to figure it out. This hopefully crystallizes all of what we've been working on. San Francisco is this Petri dish of entrepreneurship, financial resources, innovation, creativity, high technology, industry, social and environmental awareness. Pier 70 sits right in the path of all of this current growth that's going on.

It can and should become the engine, the new neighborhood for economically viable, socially equitable and environmentally responsible growth. Our intent is to create this neighborhood in partnership with the Port and in partnership with our friends at Forest City.

We also created UP. UP is a non-profit development entity. We created UP for a variety of reasons. Also in direct response to this question, one of them was to access another source of funding that is not typically available to for-market or for-profit development companies. This will help us bring funds into this development which we would not otherwise have.

The team has a very long history in San Francisco of successfully creating and accomplishing very difficult projects. grew up in the city. My father was a pattern maker. He worked at Ajax Pattern Works, which is shown on 3rd Street here. In 1999, we founded Build, Inc. in the American Industrial Center at 20th and Illinois. We spent a lot of time looking out that window at Pier 70 imagining what a great thing it could be.

My partner, Loring, who spoke earlier, is the proprietor of Piccino and that whole complex, that retail and art complex that's there at 22nd and Minnesota with his wife Margarita. He's also a member of the Green Trust, which he failed to mention when he spoke, and working currently on the greening of 22nd Street.

We've also done a couple of large projects in the Dogpatch neighborhood such as the 142 homes in the historic Schilling Wine Warehouse at Esprit Park, as well as the 350 unit at Opera Warehouse project that we're currently working on or have accomplished.

The Equity Community Builders has a long reputation as a leader and adaptive reuse of historic buildings, innovative financing and development of complex urban mixed use and historic projects. Their development of the Thoreau Center for Sustainability, Building 38 and the Bay School were early catalysts for the redevelopment of the Presidio. Cavallo Point Lodge, shown here, transformed the abandoned Fort Baker into a world-class hotel and conference center. That has become a tremendous asset to the community.

Build, Inc. has worked with the Port for over six years now to try to figure out how to address the intractable issues created by the mandate of the trust as well as the infrastructure and structural issues that are confronting us now. We created tools, we've proposed alternatives, we've generated plans, answered RFIs, RFQs, RFPs. We've created up, and our point is to ultimately return more value to the Port and the public.

The team's collective imagination and creativity and really dogged determination in going after this stuff coupled with the pragmatic approach to getting these projects built demonstrably has repeatedly produced iconic and successful results for our investors and long-term partnerships with public agencies.

John Clawson - We're really excited about this new opportunity to partner with Build, Inc. but more importantly, we think this is a great partnership with the Port. This partnership and the ability for us to work together is critical to how this project gets implemented. For example, Build Inc. has been working in this neighborhood for years. It's got $250 million in development.

Moving to the partnership, we all have a very common vision for what can happen here. We bring some great users in the form of impressions, which can stimulate new incubators, obscure a digital ConXTech and Burning Man to help activate these great spaces. To create this vision, it's critical that we have a

partnership of trust and collaboration between the developer and the Port and for a city and the surrounding neighbors. That partnership with combining local knowledge with the technical expertise and skills and historic rehabilitation and how to finance these projects and how to operate them is critical, and a partnership that values the kind of creativity that's necessary and innovation to set the stage for the rebirth of this area. We look forward to building that partnership with the Port.

Kathleen Diohep - I also want to point out to the commission and the public that the developers' proposals are posted on our website. On the CultureStructure proposal, there's a bit of a glitch in what ended up on the website that I need to fix. What's in your packet is fine.

Marcy Wong - It's an exhilarating prospect to be involved with Orton Development Team on Pier 70. It's a collaboration like this, which follows a Ford Point assembly building in Richmond that has many parallels to Pier 70. In the wake of Loma Prieta devastation, Ford became the hulking development that defied other developer's attempts at rehab. Orton Development delivered.

Eddie Orton is a visionary whose visions become real. These snapshots of that reality illustrate the magnitude and vibrancy of ODI visions come to life. ODI is singularly qualified for Pier 70 thanks to the same reasons that ODI has a tremendous track record. Sixteen million square feet, 60 build projects like Flint, Inc. Factory in Ford are huge, historic, multi-building campuses on formerly polluted sites. ODI is self-financed in the equity side and receives preferential rate financing.

Critical to the reliability of ODI as a developer, ODI is a proven, continuous 30-year entity, not an untested consortium. In sum, due to ODI's naturalist experience and understanding of this type and scale of rehab, where others see cloudy unknowns and daunting risks, Orton Development sees clear-eyed opportunities for innovative solutions.

Eddie Orton - Allow me to introduce Marcy Wong who's the principal architect of Marcy Wong Donn Logan. Marcy is not only an architect, but also an engineer and former professor of architecture at the University of California at Berkeley.

To introduce this firm, allow me to give you a tour of MWDL's restrooms. The awards you see covering the walls include the National Honor Award from the AIA. These awards are impressive, but they are not the reason ODI chose Marcy's firm.

First, in 2004, MWDL thoroughly studied this site for the National Parks Service, and therefore, is way down the road on this project. Second, as shown by the restroom tour, Marcy is not one to rest on laurels, but with great vigor and modesty is all about what's next. The most important reason we chose Marcy is her skill and her designs. Marcy is both an architect and an engineer. That intersection of knowledge is very important to this project.

Most compellingly, Marcy's genius for envisioning productive, deft, elegant space, and that's why her firm has earned the nickname Michelangelo, Brunoleski and Wong.

James Madsen, Project Manager - I'm going to speak briefly about our concept for Pier 70. Our proposal is based on a concept that we call the New American Workplace. It incorporates multiple modern business and manufacturing functions under one roof. Our tenants typically have a combination of office, R&D, manufacturing, warehousing, showroom and retail activities in one place.

A core part of ODI's designs also include shared amenities that create synergies with things like conference rooms, cutting edge technology, classrooms, shared transportation, gyms, restaurants and performing art centers.

Some recent tenants and other ODI projects in the Bay Area with the new American Workplace Model include coffeemaker and chocolate-maker, Bittersweet Café, the juice company, Odwalla, a winery called Donkey and Goat, local clothing boutique, Oaklandish, mountaineering equipment company, Mountain Hardware, and solar companies like Sun Power and PV Evolution Labs.

I also wanted to speak a little further on our approach to putting together a local team for this project. ODI collaborates with local companies and subcontractors for several reasons. First, our projects often require that we work closely with local agencies. For example, the Ford Project required approvals from the Port of Richmond, the City of Richmond, the Richmond Redevelopment Agency, SHPO, BCDC and the National Park Service among others. We have tremendous experience navigating these processes, and these local partners are an invaluable part of doing that successfully. Second, ODI projects are all about creating jobs and using local partners is a big part of that strategy.

In conclusion, Marcy Wong Donn Logan Architects and ODI have completed projects of this type and of this scale for more than 20 years. Pier 70 is an invaluable opportunity, and it has the potential not only to create many new jobs, but also to be a unique icon in San Francisco's cultural and historic fabric.

Kathleen Diohep - This is an exciting point in time for the Pier 70 project. I wanted to acknowledge the work of the Pier 70 Planning Team, of course David Beaupre and all. We have several members of the Central Waterfront Advisory Group here. They've been part of this community, been wanting Pier 70 to be something more than it is now for a long time. They've been actively working on it I believe since 1999.

For this particular initiative, we wanted to make sure we talked to everybody, got the outreach out. We wanted to acknowledge and thank Linda Swanson who retired out of my position in 2006, but came back as a retiree to work part-time with us and spent most of this spring and summer outreaching, talking to people,

176 people, 18 tours, 80 organizations and a lot of phone calls and a lot of meetings. It's been useful, it's been interesting. I'm getting referrals that come back out of that. People know about this, are interested in Pier 70. We took a lot of people through. Not all of them felt like they had whatever it takes to step up and propose, but they all know a lot more about Pier 70 now.

The other thing we did in this timeframe is spruce up these buildings to the extent possible. Linda worked with a team with Tom Meisenbach, with our Department of Public Works to get Pier 70 cleaned out enough that we felt people could safely walk through, try to secure things. We've been out there the last several weeks boarding up windows and trying to patch roofs.

There are other folks that you don't see up here at the dais that I want to acknowledge. The San Francisco Police Team helped us. Brian Perry and Matt Balzarini who took us to the site because it's a little scary out there at times. Our finance group, Lawrence Brown and Megan Wallace, who found the funds from different couch pockets so we could get those different cleanup items done. Gerry Roybal who helped coordinate with the BAE team because to get to these buildings you have to walk through the shipyard, which if a federal ship is in, it's not an easy thing to get approved.

Port staff will be back in February with a much more detailed analysis and recommendation. We have three exciting teams who clearly have vision, have skills and talent.

Corinne Woods - The Central Waterfront Advisory Group will be hearing these presentations on February 8, 2012 and that's another good opportunity to get an early read on what each team is offering.

Commissioner Woo Ho - This is a very promising development. I want to thank the staff for all the effort that has been put in as Kathleen has mentioned as well as the interested parties and developers that are putting in their proposals. We look forward to the next step.

Commissioner Katz - I'm also very excited. It's a nice counterpoint to a sterile feel, a more tech feel to Mission Bay. We have an opportunity to create a destination that will attract people to a part of the city that hasn't been utilized as much to support the arts. All of the developers have indicated in their proposals to one degree or another that there will be support for the artist community. I applaud that focus because that's something that makes San Francisco unique, and we need to make sure that we preserve our artists. Maybe take a point of privilege as we sit in the Ferry Building today to think about something akin to this for our local businesses, that this is also an opportunity where we can have something much like the Ferry Building, but perhaps less for food-related businesses but for local artists, local producers of clothing or rickshaw bags or whatever else it is that is uniquely San Francisco. We could create another destination down in that area. From what we've seen today, it looks like that is being proposed by all of the different teams that have come forward. I'm very

excited about this. Most of all, I really want to thank, Kathleen and her team for being very creative about how we approach this and making sure that we really reach out and come up with novel ideas on how we can develop this property.

Kathleen Diohep – The variety of uses has been what we learned in this request for interest. There's not just arts, but more boutique, industrial. Very much right next to us is the American Industrial Center, and there's a range of different businesses and activities and uses there. They're full. I'm sure we've got a market; we've got users for these buildings. We need to find the capital. It's a range of uses that will be very interesting.

Commissioner Brandon - I would also like to thank Kathleen and the planning staff and all of you in the room because this has been a long project. Kathleen said it started in 1999. We held many workshops, many planning sessions, and so a lot of work went into this prior to actually putting together the RFP. I want to thank David Beaupre who spent a lot of long nights working with various community groups and BAE. At that point, we didn't know if this would ever become a vision. It was just a thought. We never thought it would get to this point. I want to congratulate everybody for working so hard to bring this project to this stage.

10. ENGINEERING

A. Informational Update on Engineering Investigation to Bring Pier 38 into Code Compliance.

Peter Luong, Project Engineer - We're here to give an informational update regarding the engineering, investigation and code compliance at Pier 38. Since the last informational update, C+D, the Port's as-need consultant, performed a detailed investigation to document the existing condition of the facilities. With the help of Port maintenance staff, we've performed selective demolition to investigate the structural, architectural, mechanical and electrical systems based on the investigation. C+D has come up with alternatives to bring the facility into code compliance.

Reinhard Ludke, Principal Engineer of C+D and Michael Tauber, Michael Tauber Architecture, will discuss their findings and go over the alternatives.

Reinhard Ludke, C+D Consultant - I'm going to go over the history of the project. What we have just completed is a Pier 38 Code Compliance and Occupancy Status Report. We did a code violation survey for the Port of San Francisco in August. We did an occupancy study also in August. That information has been presented to the Commission before. We did a Life Safety and Health Hazard Assessment also in September. There was a town hall meeting with tenants and with the fire chief and others at Pier 1 offices.

The Port asked Creegan + D'Angelo/F.E. Jordan Joint Venture (C+D) to perform a detailed investigation. We have a joint-venture, on-call agreement with the Port

of San Francisco. We've been involved in engineering and architectural work with the port for the last six years. Our team included Michael Tauber Architects and YEI Engineers. They participated in this study that we just completed.

The study focused on code compliance and occupancy. The Port asked us to identify what needs to be done to the building in order to allow permitted occupancy in those buildings. The first thing we had to do was validate the code violations. We identified code violations in the initial phases last August. That required doing a more detailed construction investigation. There was construction that was done without permits and without inspections, so we did have to open up some walls and look for existing conditions to identify exactly what was in there.

Michael Tauber performed an Occupancy Option Study. We're looking at the occupancy load. There are some triggers in the building code in Chapter 34 that if you change the occupancy loading by too much then you trigger seismic upgrade requirements on the pier and seismic upgrades of the Port facilities, and the piers are very costly We were trying to avoid that trigger. That was part of the equation that we use in the study. At the end of the study, we developed construction cost estimates and the Port asked us to look at different phases and different ways to implement these recommendations.

The existing conditions - It's two stories of an existing building that a master tenant occupied. There was office occupancy on the first floor. There's about 12,300 square feet on the first floor. There's office and assembly occupancy. There was an assembly use on the second floor. There's about 15,600 square feet on the second floor. There was parking and boat storage in the building that was about 68,000 square feet. There was an exterior marina that's on the north side of the pier. Light vessel marina -- we found that there were multiple, non-code-compliant issues in the existing building.

Michael Tauber - I wanted to point out that the last permitted application for the ground floor were restaurant uses, so that was never actually how the spaces were utilized.

Reinhard Ludke - There were some construction documents that went through the Building Department at the Port. There were permits issued, but the construction that resulted from those permits was never inspected, and the occupancy that was permitted by that construction was never occupied as a restaurant.

The types of building code violations that we discovered earlier that's been shown to the Port before, there were fire and life safety, exiting violations. This is a fire and life safety exit. It's not a safe emergency exit. There's an obstructed egress. This is up on the second floor. You can see on the floor plan where that's located. Again, there are fire and life safety issues here with this doorway. It's about a six-foot opening. It's supposed to be a minimum of 6'8".

The main thing is that in a path of travel, when you've modified a building, you can't have steps in the path of travel. This obviously had steps. There are head clearance issues. Those are a couple of the violations alone just in this one particular condition.

There were multiple mechanical and plumbing code violations. This just shows where there was an incomplete HVAC supply system. I don't know what the entire plan was, but it wasn't completed. We also found sanitary sewer plumbing vents that were open inside the bathrooms, so that was non-code compliant. There were electrical code violations. There was exposed electrical power. Power demand on some of these circuits exceeded the circuit capacity. You might have had 15 amp circuits with over 20 amps of demand just because of the wiring that was in the space based on the number of users that were in there. This was a high-tech incubator assembly. It was a very creative occupancy, but they were also doing creative things in order to be there.

The electrical code violations included electrical panels that had exposed 240 volt supply. The panels didn't have the panel covers, the covers weren't attached; the doors weren't attached, so it was a life-safety hazard in many, many different ways.

Now we're getting into the Code Compliance and Occupancy Study, the work that we've done since September, since that public meeting, we had to open up some of the vista construction to validate the construction to see if things complied or didn't comply. Between Michael Tauber and C+D, we identified locations that we wanted to have opened up. The Port maintenance people went in there and exposed the existing construction so that we could record how it was built and what we found. We looked at wall assemblies and floor assemblies and some structural assemblies.

Michael Tauber - Some of the findings we found when we opened up the wall assemblies validated the concern to have the building closed. For instance, areas where there should have been in the wall assemblies certain types of assemblies that were in the drawing i.e. how the wall is built up, the sheet rock wasn't actually the right type or it wasn't clear that it was the right type, which would require that it would be removed and reapplied if we did work in the future.

Floor assemblies, we found some conditions where the floor was less stable than we would have liked in terms of how it was assembled. You can see in the built-up column condition, you can't have a built-up column like that at the corner. It's a structural issue. These are some examples of what we found out of many sites, many areas that we opened up.

On the second floor of the building there was a raised structural area that was part of the assembly use, and there was also an area that goes over the access driveway. We found that there were areas in there where the framing could not support the code load; it was not safe.

As part of the investigation, we also went on the water. We looked at both the north and the south apron. The structure outside the shed building is timber piles, timber bent cap beams, timber joists, timber decking with asphalt topping, pretty typical for some of the port facilities, the piers.

The south apron is unsafe. It has severely deteriorated joists. This is one example of multiple locations where we found this problem. There are unsupported and missing piles, unsupported bent cap beams for the deteriorated piles so that can't support the loads. Also there are multiple locations that we identified in our inspection on the survey; that's again on the aprons. The aprons are designated for public access, BCDC access, and also the aprons are part of the emergency exit out of the building, out of the second floor and out of the stairs that come out of the back of the occupied building. That's a pretty serious problem that needs to get repaired.

There were cracked bent cap beams. This type of crack probably reduces the capacity of this member by more than 50 percent. These are problems that need to get repaired before that apron is used again for the public access and the occupancy.

There was a hole in the deck, inside the shed building. This is in the area where the tenant was using a boat hoist. He may have broken through the deck in his boat. Storage operation, you can see that there's some exposed reinforcing. The Port put in a steel plate to cover up this spot, but that structure should be repaired before we reoccupy the building.

We also did an assessment of the marina. The marina was actually constructed with California Department of Boating and Waterways Funds. They have some interest in this marina. From my experience and observation in inspecting this marina, the floats themselves are light-duty floats. They're probably the proper kind of marina float system in a lake or a sheltered marina. It's not durable enough for the unprotected Port and the bay environment that it has. Ed Byrne had mentioned that that the original plans may have included a floating breakwater that would attenuate the waves so the waves wouldn't be as severe on the floats. The image that we found from the area photographs from the Port shows a section of this pier that's damaged. It wasn't damaged when we went out there, but it's vulnerable to damage. It has areas where the connections to the floating pier, the floating ramp have failed. It has electrical panels for the vessels. Those panels are damaged. There's, again, exposed power. There's a history of pier damage. We have some recommendations in this report about the marina as well.

Reinhard Ludke - After we came up with the Condition Assessment and validated the problems that are out there, the main point of this study was the Port wanted us to tell them what they have to do in order to get code compliant and in order to reoccupy these buildings. Michael took the lead in this effort. We looked at two options, and we looked at different phases of implementing these options. Option 1 is just have office occupancy in the first and second floor. Option 2 was office

occupancy, again reestablishing the assembly occupancy on the second floor. With both of these options we were looking at how much parking we can put in the shed building associated with this office occupancy and building occupancy, again, with this limitation of the seismic trigger.

In doing this study, we had these five goals. We were looking at correcting the code violations to comply with the court building code. We aimed to satisfy the public access requirements set forth by BCDC; reestablish safe zones for public access. We wanted to maximize the Port real estate asset. We worked with the Port engineering staff and the real estate staff to evaluate the cost and the return on those costs. Those are tens of millions of dollars of cost when you start getting into seismic upgrades of the piers. We aim to maximize parking, which helps us maximize revenue for whatever option we choose.

Michael Tauber – As Reinhard mentioned, there are two options that we looked at. The first one was an office-only occupancy. On the first floor, there are a couple of different things that we had to change, modify and do to the building to make this happen.

The first thing is we're looking at about 12,300 square feet of office space. A main significant change of anything that happens out at that building is that the second floor currently is not accessible. One of the things that needs to be done is to provide accessibility to the second floor that includes adding elevators and new core. The areas that you see in the green areas are new cores which include vertical circulation, i.e., stairs and elevators.

In addition, a couple of things that we need to do, even at that main stair that's existing now, it's currently got a step in it, so we need to reconfigure the door and create a landing space at that main entry stairs. We've reconfigured it so that there's a new foyer into the office space and this area. Those are the significant things that are happening on the first floor.

We're going to get 12,300 square feet of office space. On the second floor, we're keeping intact the existing floor levels with the exception of that area where we had pointed out earlier where there was a step and a violation in terms of height. In the path of travel, we've added a ramp, and again, the green areas being the new core areas. With the office spaces, we've created a new central restroom area, and we've reconfigured a single-toilet bathroom into something that will be handicap accessible in the south side over here in this area.

The staircases leading from the second floor to the first floor's egress on the north side were out of compliance, they need to be enclosed. That's another code violation that needs to be reconfigured. By reconfiguring that, we also eliminate that head-knocking issue that you saw earlier.

Within the shed itself, the long space that leads out into the bay, we've been able to maximize parking at 70,000 square feet, which works out to be about 228 parking spaces.

In order to do that we needed to add sprinklers. Right now the building is sprinklered at the bulkhead in the office areas and the east portion. The middle portion was not, so sprinklers need to be added.

In addition, BCDC would require that they have a public walkway that goes through the shed both at the east end and the west end of the parking area. In order to do that, as part of public access through the building, that means the aprons need to extend to at least that portion. We've rebuilt the aprons on both sides. Then obviously with the concrete deck repair that needs to happen that Reinhard mentioned earlier where there was a hole.

On the second option, as Reinhard mentioned, this combines both an office use and an assembly space. Generally speaking, the difference between the assembly, think about it as a bar, for example, where there are a lot of people. It's more people; that means there's more from a code standpoint that there's more of an occupant load in the space.

On the first floor, it looks much like the other scheme. We've got 12,300 square feet of office space. We've added the vertical circulation. We reconfigured that northern stairs as we mentioned on the other scheme. But in this case, we've added a southern stair.

In this second floor, the yellow color is the assembly. That's the maximum we could get for the assembly space. We've eliminated the steps here, ramp down. From a practicality standpoint, we've lowered this middle section, the floor section so that there isn't another ramp or where there currently is a ramp, this is raised in the middle. We've lowered that structurally so it's all on one level. It makes the space more practical for usability and also from the standpoint of accessibility.

There's 4500 square feet of assembly space, about 10,800 square feet of office space. One of the significant differences on this one is as you have an assembly space, that means there are more occupants. Where there are more occupants, there's a requirement for more bathroom fixtures, so there's an additional cost for the bathroom fixtures. We've had to add a second means of egress from this space because we've exceeded the allowable path, so we've added another stair.

Looking at a comparison to the previous shed space, this blue space now is the parking. It's much smaller. That has to do with the fact the tradeoff between the assembly, which is a more dense occupant load versus the B office occupancy. The tradeoff is that more people were trying to keep within a seismic trigger of 634 occupants, which means this is the maximum occupancy you can get for an S2 which is a parking condition.

In the blue area, you'll see 19,600 square feet of parking area compared to about 70,000 in option one. There are approximately 40 parking spaces. Just like in the previous scheme, you still have to sprinkler that whole middle section and BCDC is still going to want to have a public walkway between either end of the parking.

You'll notice that the apron is smaller, so the tradeoff between the floor lowering and the additional toilet facilities is that the apron is significantly smaller from a cost perspective. The rest of the shed would be closed off, would have a fence across, and it could not be used unless we wanted to seismic upgrade the building.

Commissioner Woo Ho - How many occupants can be under Option 1?

Michael Tauber - We've maxed out both schemes at 634. It's the same number of occupants. It mixes how many people are in the office and how many people park cars and how many people are in the assembly. That's why that parking area got reduced so much.

Reinhard Ludke - We gave the report a lengthy study report, printed a document. We provided the marina cost for removal. Based from a cost estimator, the cost to remove the marina facility, the pier, is about $340,000. The estimated cost of upgrade is $770,000. We qualified that upgrade by saying that we still don't think the facility would be as reliable as we would like. It needs to have a breakwater for the type of marina that's out there. It could be a floating breakwater. Included in the report is another alternative that includes a breakwater with a different configuration and a new pier, but that's up to the Port to decide if they want to go that route.

This is an evolution of the phasing possible for construction of the options. Option 1A is first-floor only, 12,300 square feet and no parking. To accomplish that construction, code-compliant construction and code-compliant occupancy is $1.7 million. Michael went over what we have to do in order to just put office space back on the first floor.

Option 1B is the first floor with maximum parking. The red is the cost of the office space, and the blue is the area of the parking space, and here are the costs. In order to get the first floor with parking it's going to cost $4.6 million.

Option 1C is the first and second floor. There are 27,900 square feet of occupied space. To do the office space is a $3.6 million investment. The first and the second with the parking, the square footages are similar for the office space, but we're getting a total of 98,100 square feet of space that's improved and includes 228 parking spaces. That's the same information that Michael presented earlier. This bar shows the costs associated with the first floor, second floor and the parking - $6.5 million to allow that occupancy and fully build out the Option 1.

Option 2 similarly first and second floor office with occupancy. We've got 27,900 square feet. The green is the assembly second-floor area, which as Michael pointed out, there's a differential floor elevation. Up there on the second floor now we would bring that down so we would all have it at one level. The cost of that alternative is $3.7 million. Option 2 with full office occupancy and the maximum parking, that's $4.5 million. There was less parking and less area in that option.

Peter Luong - Based on the input from real estate and planning, we've come up with an expected yearly return and for each of these options that C+D had developed for us. These numbers still need to be confirmed and will be a part of our next steps that we're going to take.

Commissioner Woo Ho - Could I ask about the timelines associated with all these different options in terms of how much time and effort goes into each of these options?

Reinhard Ludke - Are you asking about the time to prepare construction documents and to bid and construct?

Commissioner Woo Ho - No, I mean completion. I'm assuming that maybe this is the wrong assumption, that if you do Option 1D that the cost and everything else is much greater, etc. It would be longer before we would start to generate a return versus Option 1A. If we need to understand the tradeoff of timeline versus complexity of project.

Monique Moyer - We hope to bring that back with a more comprehensive look on the next time that we bring the item because we also have to overlay the entitlement process which is not contemplated here and all that kind of stuff. We're not prepared to answer that question today, but it is the very next question.

Commissioner Woo Ho - The time for construction would also be an interest, but do you go for something faster and get a return faster or do you go for something that has a bigger return but takes longer to get there?

Monique Moyer - Again, we'd like to defer that question, but it is our question.

Jonathan Stern - We did give you some preliminary revenue numbers for each of those options on the previous slide and in the staff report. These are very preliminary, and we haven't yet done an analysis about how that affects the disposition options that we discussed in our October briefing to the commission.

To step back on that, at that point, we presented four options of potential disposition. One is that the facility would continue to be shuttered. Given these reports, I'm very optimistic that's not where we're going with it, that the amount of the effort and the money required to put this back into service seems to be manageable so that we're not pursuing that option.

The other three options were to essentially pursue this as a Port public works capital project or let it out as a master lessee situation like we have in some other cases or a master development situation. As Monique had mentioned, those are the options which we do not yet have the guidance on. I wanted to bring up some of those factors and remind you of the factors that we presented in October.

The first option has to do with whether the Port has money. In February, Port staff will present the current state of the Port ledger, the Port capital budgets, and that will start answering that question.

As to whether it's a master developer or master lessee situation, master tenant situation, these numbers that we saw before lead us to believe that in the expected yearly returns that are draft ones we have, we believe this is a question. Additionally we have to make sure that we understand the entitlement process, both the length and the complexity, whether a master tenant, someone who would come and occupy it and hire a contractor would really be in a position to fulfill all the roles or you really need a master developer that has different skill sets and different capital base.

From the preliminary analysis of the rates of return and the cost, for return periods in the order of 5 to 10 years, it seem to be conceptually where we are. That puts us on the cusp of whether we're in a master tenant or a master developer situation. We need to look at it more closely.

The discrimination of the funding source will be part of that determination, someone comes in as a master tenant or developer will generally have different capital sources. There's also ongoing issues that will affect it that talk about the complexity, talk about resolving the ongoing litigation and resolution to any claims or concerns the Department of Boating and Waterways has that Reinhard mentioned. Those are all things that we will come back at a later date to get your analysis of this, especially these latter two unfortunately are not things that are resolving quickly, especially the litigation has been pending for how many years. We ask your patience, but we'll come back to the Port Commission as soon as possible with these kinds of analyses.

Commissioner Brandon - Are we looking at using the entire pier, not just a section of it. Are we analyzing that option also?

Jonathan Stern - Let me answer that from a planning and development perspective first. The direction that we discussed in October and that C+D memorialized in their report today, we know that if we were trying to reutilize the whole pier we're definitely in a master development scenario because that would trigger full seismic upgrade. It would trigger full CEQA analysis while many of these options reflect prior historic use, and they possibly have simpler entitlement routes. We have not yet completed a full analysis of that, but we know that those will be longer and more complex solutions to reoccupy the pier.

The good news we found is that some of their options do use a good deal of the pier in a more beneficial way than was done in the past. Unless we hear direction from the Port Commission otherwise, staff would recommend that we continue to pursue these interim options, use a great deal of the pier.

Commissioner Katz - At one point in time the prior tenant reportedly had received permits for a restaurant. Was that use contemplated in the financial calculations

here as well or in the repair? Would that be more or less costly or is that something that was considered?

Commissioner Katz - My understanding was at least some portion of the site had been permitted for a restaurant, and I don't know the answer whether that would require more cost to upgrade and meet the criteria for a restaurant, and then if so, what would the return be that we would receive on that? Would that be more or less than allowing that piece to be used for office space?

Michael Tauber - My answer to that question would be since they never fully implemented it as a restaurant, there's a certain amount of work that never was completed to make it a restaurant. To utilize it as an office space right now is relatively simple. To continue to develop it as a restaurant space there would need to be more mechanical work that needs to be done and some other things that would probably be an additional expense.

To clarify, there's a distinction between permitted and applied for a permit. Those were not permitted because they were never final. They never got a final occupancy and they weren't inspected.

Commissioner Katz - I don't know what the return would be for restaurant use versus office use.

Monique Moyer - I want to clarify that in the staff report those are back-of-the-envelope assumptions, current numbers solely for the purpose of saying that this looks achievable to those guidelines that Jonathan gave you. I guarantee you those numbers will change when we come back after we've drilled down on them, but at least it gives us optimism about where we're headed and hopefully gives you some information to then give us guidance as to what you'd like to see when we come back.

Commissioner Woo Ho - I wanted to clarify the office space under both options would be the same quality of office space, but the parking is very different. The use I understand between assembly and offices is different, but in terms of the office space itself, would consider this B or what kind of office space are we talking about?

Michael Tauber - Anything that we've identified as office in these studies are office space as opposed to assembly, which means that it could be office and partying and other things that were somewhat like what they were doing before.

Commissioner Woo Ho - I know Monique had just mentioned that these were sort of back-of-the-envelope assumptions about the return, but in terms of what the previous tenant was obtaining, what's the differential per square foot just roughly the difference in terms of what was being charged originally and what you are even using as an estimate right now?

Jonathan Stern - Roughly just a report on both the assumptions that we made, our understanding based on proceedings from the bankruptcy for the previous tenant is that the full-service office rates that the previous tenant was receiving ranged up to $4.00 a square foot, $40.00 a year. That was a full-service rate, and we backed off that and essentially backed it down to about $30.00 triple net, which is how we would normally do our rents. It's as if there was $15.00 of office expenses. So that's the office. We also looked at about a total price to user about $250 per monthly rate for parking, but about half of that ultimately goes to parking taxes and to paying for a parking operator. These, again, are very rough numbers.

We were trying to be comparable but a little conservative on expenses and how a master tenant or the Port would choose to operate that facility.

Commissioner Woo Ho - I take it then this number right now is pretty conservative.

Jonathan Stern - It's relatively conservative. We were sort of conservative on the expense side, not on the revenue side, how we netted it out.

You asked about whether it's class B office space, it probably is would be the short answer but it's important to say that the cost identified doesn't talk about tenant improvements for any final office space. It really depends, and they were sort of planned and if you look at the layouts that these were probably pretty minimal TI packages that would really reflect the industrial nature and the waterfront character that had been the prime selling points. This is sort of class B with a view, class B on the waterfront.

Commissioner Woo Ho - I was going to say, it's a class A view. Class A view will obviously command something in the marketplace.

Jonathan Stern - That's also one of the complexities. We haven't yet talked about how you actually get it occupied with tenant improvements and figure out how that would fit into how a master tenant or the Port would use the space.

Commissioner Woo Ho - My last question relates to the previous occupants, we won't call them tenants, but previous occupants. They were very passionate about wanting to be involved in terms of the future of this pier. I imagine most of them relocated and maybe in some permanent space. The other is to have a sense of what is the demand and interest that we think. It goes back to obviously how long it's going to take us to be able to offer it back on the market. Can I get a status in terms of the previous occupants and what we hear in the demand in the marketplace for this kind of space?

Monique Moyer - That is a great segue as to why we're here today. We wanted to share with you the findings. You recall when we were here last, I believe it was early October, we promised we'd be back in public with the outcome of the engineering report by this meeting. Thank you to our consultants and our staff.

Now we want to revisit that. We have been along the way still getting calls of interest, but nothing to be able to tell them about timeline and cost. It's been difficult to really ascertain how true that interest is, but folks are still very much interested, which we're very happy about. Before we come back to you, we'll have to spend much more time on that. We're looking forward to it assuming that's okay with all of you.

We want to see if there's any other direction that you want before we go out and do that. Our plan would be to look at lots of scenarios to bring back to you for further consideration but the key one was, what really is wrong with the building, how much is it going to cost? Is there an opportunity to go back to the use that was unpermitted and it appears that there is.

Commissioner Woo Ho - Following up on Commissioner Brandon's question, I think practically what you're offering here is the path forward is probably a practical path, but just so that we don't lose sight of if there was going to be a more global view of how we should develop that pier on a master level, is there any way to get some sense of what the comparisons would be? This is not doing a detailed study, etc. because we don't want to miss just understanding that we took the short-term view and then we just missed the opportunity to understand the longer-term view. I understand there's a lot going on at the Port, so we have to balance how much we can handle at one time too just to make sure we're not missing that perspective on the horizon as well. Commissioner Brandon brings up a good point.

Monique Moyer - I appreciate that very much because we hadn't talked about that at our last meeting, so we'll definitely work that in.

Ann Lazarus - I'm not usually the one who looks backwards, but it does appear that the decision was correct to vacate the premises and to protect life and limb. I appreciate the initial judgments that were made on that which have obviously been further corroborated by this study.

Commissioner Woo Ho - I have one last question and it relates to the marina. There are two options you mentioned. One is to just demolish it. How do we really decide do we need the marina? Is that a question you're not able to answer at this time?

Monique Moyer - There are a number of things, as was pointed out earlier. There is another party involved in the marina. That is the Department of Boating and Waterways. They too have been waiting for the results of this engineering study before they can really entertain what the Port or others had to proceed. The need for the marina we haven't really studied. Under our long-term entitlements, we would be required to have a fairly robust maritime use at the pier. We have all that to study still. That news was not as promising about the quality of the floats as we had hoped.

B. Request authorization to execute an amendment to the contract with Winzler & Kelly and Structus Inc., Joint Venture, for design and engineering of the Brannan Street Wharf to add Phase 3 bidding and construction support services for a not to exceed amount of $215,444 (of which $106,292, is subject to additional Civil Service Commission approval) raising the total contract amount to $1,906,292. (Resolution No. 12-04)

Steven Reel, Project Manager - I'd like to start off by echoing Vice President Joseph Biden and say good luck, Giants, the San Francisco baseball team who will be playing baseball this coming season when the Brannan Street Wharf is under construction.

I am requesting Commission's authorization to execute an amendment to the contract with Winzler and Kelly/Structus Inc., a joint venture for design and engineering of the Brannan Street Wharf to add Phase 3 bidding and construction support services for a not-to-exceed amount of $215,444, of which $106,292 is subject to additional Civil Service Commission approval, raising the contract amount to $1,906,292.

Brannan Street Wharf will be a new 58,000 square foot open-space wharf to be located between Piers 30, 32 and Pier 38 adjacent to the Embarcadero Promenade and South Beach neighborhood. The wharf is in the vicinity of Pier 34, removed in 2001, and Pier 36, which is to be removed as part of the project.

Conceptual design of the project was initiated by Port staff working directly with the community and regulatory stakeholders including BCDC and Port's Waterfront Design Advisory Committee.

In early 2008, staff requested commission authorization for consulting engineering support to complete conceptual design, cost estimating, final design, and if appropriate, provide support during bidding and construction. Staff issued a request for proposals. After a competitive selection process, recommended a joint venture of Winzler and Kelly/Structus for a design and engineering contract which was authorized by the Commission on December 9, 2008.

The authorization was for Phase 1, conceptual engineering, and Phase 2, final design and engineering for an initial amount not to exceed $1,539,956 and a 10 percent contingency for unanticipated services.

Services for Phase 3, support during bidding and construction were noted as dependent upon the outcome of Phases 1 and 2 and with the understanding that, if appropriate, Port staff would come back to the Port Commission and seek authorization to add Phase 3 services to the contract.

During final design, the project was the recipient of federal funding of up to $4.7 million for removal of Pier 36. Restrictions on the funding required pier removal to be a separate project administered by the United States Army Corps of

Engineers, the design be completed by the Port to Corps standards and for Corps review.

During final design, a crack in the existing seawall was uncovered that required unanticipated engineering analysis and design. Staff issued two contract amendments for these additional services, raising the contract amount to $1,690,848, approximately 110 percent of the original contract amount.

The final design and engineering of the project, both the Pier 36 removal project and the wharf project, is complete and services for Phase 3 bidding and construction support are needed to assist the Port Project Management Staff and the Department of Public Works Construction Management Staff in completing the construction project. These services include but are not limited to responding to requests for information, reviewing contract or qualifications, assisting in interpreting design intent, structural observation, review of submittals and shop drawings, review of testing and special inspections, review of pile-driving operations and issuing minor design changes.

The amount of Phase 3 services is not to exceed amount of $215,444 and raises the total contract amount to $2,906,292. There's a pending request in the Civil Service Commission to raise the personal services contract or this contract from $2,800,000 to the amount requested today.

The local business enterprise participation goal for this project is 20 percent as established by the San Francisco Human Rights Commission. The proposed contract amendments incorporate this goal. Winzler and Kelly/Structus joint venture has committed to meeting or exceeding the goal. Current LBE participation based on the total amount progress payments to date is 23.8 percent.

Funding for design and engineering of the project, including services required during bidding and construction phases, is provided by $6 million of Port capital funds set aside for the project. The amount requested is within the budgeted amount for such services. The total project budget for soft costs for the project is $3.3 million.

The Army Corps advertised the Pier 36 removal project for bids in October 2011, opened bids on November 8, awarded the construction contract in December, and issued a notice to proceed to West Bay Builders, Incorporated on January 12, 2012. Demolition is scheduled for completion in early June of this year. We expect to see site presence within the next few weeks.

The Port Commission at its meeting on November 10, 2011, authorized staff to advertise for and accept competitive bids for the Brannan Street Wharf construction contract. Staff anticipates receiving bids on this coming Monday, requesting award of the construction contract in February and issuing a notice to proceed in March. Substantial completion is scheduled for June 2013.

Staff recommends the Port Commission authorize staff to execute an amendment to the Professional Services Contract with Winzler and Kelly/Structus joint venture for design and engineering of the Brannan Street Wharf, to add bidding and construction support services for a not-to-exceed amount of $215,444 of which $106,292 is subject to additional Civil Service Commission approval, raising the total contract amount to $1,906,292.

The scope of services and the amount has been negotiated in good faith. It was not unanticipated and represents fair value to the Port.

Commissioner Woo Ho - Why is this item not on the consent calendar?

Monique Moyer - The reason is before you joined the commission, Commissioner, we had a practice of giving periodic updates on this project, and we haven't done so for a long time. We thought for the benefit of the public and the commission we'd like to do a fuller update. It would probably come back to you on the consent. Normally this would be a consent item except that this item and the next item we owe the commission a periodic update.

ACTION: Commissioner Brandon moved approval; Commissioner Lazarus seconded the motion. All of the Commissioners were in favor. Resolution No. 12-04 was adopted.

11. FINANCE & ADMINISTRATION

A. Request approval of Port projects funded in the amount of $10,394,975 in the third sale of 2008 Clean and Safe Neighborhood Parks General Obligation Bond. (Resolution No. 12-05)

Elaine Forbes, Deputy Director of Finance & Administration - Deputy Director of Finance and Administration - As the executive director already noted this morning, on February 5, 2008, the San Francisco voters approved a $185 million general obligation measure called the 2008 Clean and Safe Neighborhood Parks' General Obligation Bond. From the bond proceeds we will receive $33.5 million to support parks and open spaces on Port property. This funding was the beginning of allowing us to deliver important vision of the Waterfront Land Use Plan to create a series of walkable improvements connecting city residents with the open space and with the waterfront.

The bond supports Pier 43 Bay Trail Link, the Brannan Street Wharf Project and several projects together called the Blue Greenway.

Today I'm requesting the Commission to approve the third bond sale and to give a brief status update on the projects.

The third bond sale includes $10.39 million in project proceeds, a total issuance for the Port of $10.65 million. To date, we have received $14.3 million from the first and second bond sale. We have spent or encumbered 77 percent of those

proceeds. The third bond sale is expected in February of this year. There will be a final bond sale, and that's associated with the construction of Crane Cove Park for about $8.7 million.

This is a detail of the current budgets for all of the projects that are in full or in part funded through the 2008 bond. You'll see the first, second, third and fourth sales, total bond proceeds compared to the current budgets. This is detailed in the bond accountability report we transmitted to you with deeper project detail associated.

For the first and second bond sale, we've completed CEQA on all the parks and design in CEQA for everything except for Crane Cove Park. The Pier 43 Bay Link Trail is under construction. The community planning for the Blue Greenway Parks is completed. The design elements and guidelines have been developed. We had early implementation on early parks, Heron's Head, Tulare and the Mission Bay Front Parks are under way.

For the Pier 43 Bay Link Trail, there's a small allocation in this third bond sale. After we receive the proceeds from this sale, we will have full funding in hand for this project. The Budget and Finance Committee released the final piece of reserve that was placed with the first bond sale on January 11, 2012. The promenade construction will begin January 2012, and the project is expected to be completed in July 2012.

For the Brannan Street Wharf Project, you just heard a detailed description of where we are with that project. There's $2.9 million in proceeds in the sale for construction.

For the Blue Greenway, signage and site furnishings, schematic design is underway. The project is scheduled for completion in August 2013. For Tulare Park, there's $640,000 on the third bond sale; park design is under way. Construction will begin in the fall of this year. The project completion is scheduled for the fall of 2013.

For Heron's Head Park, there's $1.8 million for construction, which will begin early this year. The project is scheduled for completion in September of this year.

For Crane Cove Park, there's over half a million dollars for CEQA which will begin early 2012. Park design should be completed in the fall of 2013. The fourth bond sale will fund the construction of the park improvements which should begin in early 2014 with completion in 2015.

For the Blue Greenway Park, $3 million, construction to begin in the fall of 2012, project completion in August of 2013. The Blue Greenway Arts, half a million for the arts fabrication, installation, December of 2012, completion August 2013.

To post an image of what Director Moyer was describing, this is the new shoreline. These are some of the early improvements, and it's very exciting to be

in the phase where we're selling bonds and actually beginning to see the improvements that have been planned for such a long time and are now coming to fruition.

Commissioner Lazarus - I'm curious why Crane Cove seems to be sort of a bigger deal than the others. Is it because of the CEQA process?

David Beaupre - It's quite a bit more complicated than all the rest of the projects and we weren't able to jump into in until we got through completing the Pier 70 planning process. As part of the Blue Greenway Planning and Design Guidelines, we published the draft of the final planning design guidelines in June. Part of that last phase of the process, we allocated funds so we couldn't initiate some of the other projects along the Blue Greenway until we knew what the distribution of available funds were.

Commissioner Lazarus - I'm curious, with these different issuances, what we've experienced in the way of interest rates.

Monique Moyer - Extremely favorable. It's probably like being aligned with the city and their double-A rating.

Elaine Forbes -. The city is responsible for the sale and the placement, and they have been considerably favorable. There is an expectation on this third sale, but we won't know until we go out to the market. It's actually 4.1 percent.

Monique Moyer – It is a blended 20-year rate.

Commissioner Katz - I want to thank all of you for your work on this, and I know we're talking a little bit more about the financial aspects of it. But having recently had an opportunity to see the highline in Manhattan and getting a sense of what we're going to be able to achieve once everything is all connected is very exciting and to see how it became such a destination. I'm sure it's going to be money well spent.

Commissioner Woo Ho - This is a general obligation bond of the city, and obviously we don't have any specific responsibility but do we end up giving back some funding to the city? I understand we don't have any specific obligation because of the general obligation bond.

Elaine Forbes - We have some obligations related to this bond. We are required to report back quarterly.

Commissioner Woo Ho – What about on expenditures?

Elaine Forbes - On the expenditures and our progress, we have no repayment obligations. In terms of our partnership with the city in delivering these projects, we do have work order agreements with the Department of Public Works to deliver on the engineering and design and with the City Planning Department,

etc. It's the tax base and the voters for GO bond that repays those obligations for these park improvements, which is why this 2008 measure was such a wonderful measure.

ACTION: Commissioner Brandon moved approval; Commissioner Lazarus seconded the motion. All of the Commissioners were in favor. Resolution No. 12-05 was adopted.

12. NEW BUSINESS

Monique Moyer - I would like to point out for the record, the items under new business is a target calendar. It is simply a target. At yesterdays' Planning Commission, they voted to hold the hearing on the final EIR for one of our projects, Seawall Lot 351, at a later date than what was known when this was printed. The two items on the forward calendar related to that project will be delayed accordingly.

Commissioner Woo Ho - We have no plan at this point to add any additional meetings other than what was published in the calendar so far.

Monique Moyer – That's correct.

13. PUBLIC COMMENT

David Pilpel - Since I've been seeing FX at hour-long meetings and offering brief public comments at the end, I thought I'd return the favor and come by and visit just briefly. The concern that I wanted to share with you was regarding CEQA and how your agenda items deal with that. On action items that have CEQA status, there's generally a paragraph in the discussion related to where things are at but for information items and some budget items, it's not consistent. There isn't always that paragraph. What I would ask is that if you can direct the staff in the future to include for most every project that has CEQA implications, and it seems like most everything that you do these days does, to reference that status. If it was in the EIR, whether you've adopted CEQA findings or if the EIR was adopted by the Planning Commission or affirmed by the Board of Supervisors, what the City Planning file number was, whether you've reviewed it or where the public might access those documents. Exemption documents are incredibly difficult to find. If those can be referenced by date and if it's just a one-page exemption to actually include that as an attachment to the item just so that as much of that documentation and that paper trail can be followed by members of the public. Other than Corinne, I'm one of the few people that actually gets your detailed agenda and tries to review that. Although I don't get down here very often, I do try to keep track of what you're up to, and you're doing a fine job otherwise. I wanted to give you that point of feedback if you could do that in the future going forward.

Sue Hestor, FOGG - I'm talking about Seawall Lot 351, 8 Washington project. You had the hearing scheduled for today. The staff report was supposed to come out 72 hours in advance. I verified that with staff before just to try and find when it was coming out and got back a flat report that staff reports are available 72 hours in

advance. In that case, you would have had a staff report out Tuesday, three days ago, two days before the Planning Commission meeting on Thursday. If it's continued to the 23rd and your hearing is the 28th, your report will come out on Friday because Friday is three days in advance because of the weekend.

This particular staff report is going to include a Disposition and Development Agreement, Purchase and Sale Agreement, Trust Exchange Agreement, Amended Exclusive Negotiation Agreement, Maintenance Agreement all with San Francisco Waterfront Partners, schematic drawings and a lease for a term of 66 years. And because we've seen the preliminary term sheet, that included all property tax revenue, transfer tax payments, a possible infrastructure finance district to be created as well as various lease payments for the site and for restaurant. That is a staggeringly complex document to come out 72 hours in advance.

I would ask the commission to ask the staff to not put that complexity of a packet out 72 hours in advance. It's abusive to you, it's abusive to people who are trying to follow projects, and it means that we won't even have what you're doing until after the Planning Commission acts on the preceding Thursday.

If 72 hours is the minimum that's allowed, the Planning Commission on its cases of this complexity requires things to be available two weeks in advance, and on general cases, a week in advance, I would ask you to revisit your deadlines. For documents of this complexity, this magnitude, you really don't get informed testimony, and maybe you don't want some. It would be to everyone's benefit if you did have informed testimony on complex documents so people could at least read them and understand them and prepare testimony. Seventy-two hours just isn't going to cut it for this project.

David Osgood, Rincon Center Tenants Association - We don't get down here very much but a very important issue for us is the overdevelopment of Rincon Park with the restaurant complex there. It's very poorly designed. Those restaurants are obviously way too big. They're way too close to the street. Now they're going to come back and they're asking to expand some more. Let me just remind you briefly how this happened over the last 15 years.

The original project was for an 8,000 square foot restaurant. By the time this got to the RFP, it was up to a healthy 12,000. So remember that 12,000 number because we'll go full cycle here. The neighborhood bought into it as long as it was what the RFP outlined, which was one restaurant, one story, 12,000 square feet and a 17-foot height limit. All of those things were violated after the operator won the RFP. It went to two buildings, exceeded the height limit. The square footage went up to around 18 or 19,000 square feet. It's 50 percent more than what was in the RFP and double what was originally discussed and they're two stories. The RFP was adamant that it would be one story and the 17-foot height limit would not be violated and they repeated that over and over.

Now we have this park where half of the space is inaccessible to the public, so it's a pretty poor excuse for a park where half of it is off limits for various reasons, not just the restaurants.

Now they're up to 19,000 square feet. So what are they saying? They don't have enough space. Well if they don't have enough space, it's because they built two restaurants. Remember they had 12,000 square feet if they stuck to the RFP. It's their fault. Now they want to add more. What they want to add is one of these ticky-tacky sheds that unfortunately we see popping up along the waterfront too much. They're all associated with restaurants. There are about four or five of them. One is at Hotel Vitale, one at the Waterfront Restaurant and one around Pier 5, behind Pier 3, whatever that restaurant is. I can't afford to go to all these restaurants but these plastic, metal, canvas sheds that are popping up. What they're trying to do is get around this by calling this new addition a canopy. It's not a canopy. It has sides. It doesn't have to come to you if they call it a canopy.

These shenanigans need to stop. I ask that you bring this back to the commission to consider whether this needs to expand again. I call it what it is; it's a shed, it's a tent, whatever; it's not a canopy. A canopy is the top of something. This has sides, the most tacky, plastic siding that we see too much. I'd like to ask you to bring it back to the commission to consider this.

14. ADJOURNMENT

ACTION: Commissioner Crowley moved approval to adjourn the meeting in honor of San Francisco Investment Banker and Philanthropist Warren Hellman, Fine Arts Museums of San Francisco Director John Edward Buchanan, Jr. and San Francisco Labor Leader Walter Johnson, a long-time civil rights, long-time social justice advocate, long-time 19-year career at the San Francisco Labor Council; Commissioner Lazarus seconded the motion. All of the Commissioners were in favor.

Commission President Woo Ho adjourned the meeting at 1:14 p.m.

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